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Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

In re:

ZETTA JET USA, INC., a California
corporation,

Debtor and Debtor in Possession.

In re:

ZETTA JET PTE, LTD., a Singaporean
corporation,

Debtor and Debtor in Possession.

- ☒ Affects Both Debtors
- ☐ Affects Zetta Jet USA, Inc., a
California corporation only
- ☐ Affects Zetta Jet PTE, Ltd., a
Singaporean corporation only

Lead Case No.: 2:17-bk-21386-SK

Jointly Administered With:
2:17-bk-21387-SK
(Zetta Jet PTE, Ltd., a Singaporean corporation)

Chapter 11 Cases

**APPLICATION OF DEBTORS AND
DEBTORS IN POSSESSION TO
EMPLOY LEVENE, NEALE, BENDER,
YOO & BRILL L.L.P. AS BANKRUPTCY
COUNSEL; DECLARATION OF JULIET
Y. OH IN SUPPORT THEREOF**

[No Hearing Required – Local Bankruptcy Rule
2014-1(b)]

1 Zetta Jet USA, Inc., a California corporation (“Zetta Jet USA”), and Zetta Jet PTE, Ltd., a
2 Singaporean corporation (“Zetta Jet PTE,” and together with Zetta Jet USA, the “Debtors”), the
3 debtors and debtors in possession in the above-captioned, jointly-administered Chapter 11
4 bankruptcy cases, hereby submit this application (the “Application”) for Court approval of their
5 joint employment of Levene, Neale, Bender, Yoo & Brill L.L.P. (“LNBYB”) as general
6 bankruptcy counsel, effective as of September 15, 2017 (*i.e.*, the date of the Debtors’ bankruptcy
7 filings), upon the terms and conditions described below. In support of this Application, the
8 Debtors respectfully represents as follows:

9 **A. Background.**

10 1. On September 15, 2017 (the “Petition Date”), each of the Debtors filed a
11 voluntary petition for relief under chapter 11 of title 11 of the United States Code, sections 101 *et*
12 *seq.* (the “Bankruptcy Code”).¹ The Debtors are operating their businesses, managing their
13 affairs, and administering their estates as debtors in possession pursuant to sections 1107 and
14 1108 of the Bankruptcy Code. As of the date of the filing of this Motion, no trustee has been
15 appointed and no official committee has been formed in the Debtors’ cases.

16 2. On September 22, 2017, the Court entered orders jointly administering the
17 Debtors’ bankruptcy cases under the lead case of Zetta Jet USA.

18 3. The Debtors are a global leader in private flight operations for international
19 business and luxury travel. The Debtors service routes domestically across the United States and
20 globally to Europe, Asia, Australia, Africa, the Middle East, and North and South America, with
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22 ¹ The Debtors have learned that certain shareholders of Zetta Jet PTE, Ltd. - namely, Asia
23 Aviation Holdings Pte Ltd and Truly Great Global Limited - have sought and obtained on an emergency
24 basis an injunction from a Court in Singapore in response to the commencement of the Chapter 11
25 bankruptcy cases filed by the Debtors. The Debtors contend that (i) the actions taken by the foregoing
26 parties in Singapore constitute violations of the automatic stay, (ii) the Singapore Court does not have any
27 jurisdiction over the Debtors or this Bankruptcy Court, and (iii) as a result of the foregoing, the actions
28 taken by such parties are null and void as a matter of law. *See In re Gold & Honey, Ltd.*, 310 B.R. 357,
369 (Bankr.E.D.N.Y.2009) (determining foreign receivership proceeding commenced in Israel for Israeli
corporation to have violated the automatic stay when New York corporation and Israeli corporation had
already commenced chapter 11 proceedings).

1 ultra-long range intercontinental capabilities across the Pacific Rim. The Debtors provide the
2 highest level luxury travel to A-list celebrities and an ultra-wealthy clientele base.

3 4. Zetta Jet USA has its main office and hangar base in Burbank, California, and
4 Zetta Jet PTE has its main office in Singapore. Zetta Jet PTE is the parent company and holder
5 of 100% of the shares in Zetta Jet USA. While the ownership interests held in Zetta Jet PTE by
6 certain of its shareholders were diluted prior to the Petition Date, which dilution is contested, the
7 current ownership of Zetta Jet PTE is split among the following four (4) shareholders
8 (collectively, the “Shareholders,” and individually, a “Shareholder”): (i) 13% owned by James
9 N.H. Seagrim (“Mr. Seagrim”), individually; (ii) 23% owned by Stephen Matthew Walter (“Mr.
10 Walter”), individually; (iii) 30% owned by Truly Great Global Limited, which is in turn owned
11 by Mr. Li Qi (“Mr. Qi”); and (iv) 34% owned by Asia Aviation Holdings Pte. Ltd., a
12 Singaporean company, which is in turn owned by Geoffrey Owen Cassidy (“Mr. Cassidy”) and
13 his wife, Miranda June Tang.

14 5. The Debtors own, lease, and/or operate a fleet of 20 aircraft, including 14
15 Bombardier dual-engine jet aircraft, consisting of six (6) Global 6000 jets, three (3) Global 5000
16 jets, three (3) Global Express jets, one (1) Global XRS jet, and one (1) Challenger 650 jet, as
17 well as three (3) G-IV jets, one (1) G-IV-450 jet, one (1) G-V jet, and one (1) King Air
18 turboprop. These state-of-the-art Bombardier jets are equipped with the fastest in-flight Wi-Fi
19 available, whisper-quiet cabins, and curated with the finest amenities. The Debtors’ fleet of
20 leased and owned aircraft is operated by the highest level professional pilots and crews within
21 the private airline industry.

22 6. Together, the Debtors work as a joint enterprise in global luxury and business
23 travel with network links in key cities across the globe, including Moscow, Los Angeles, New
24 York City, London, Beijing, and Shanghai.

25 7. Other than HSBC a/k/a The Hongkong Shanghai Banking Corporation (“HSBC”),
26 which holds a possessory lien against certain cash that was maintained in the Debtors’ bank
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accounts at HSBC in Singapore as of the Petition Date (in the approximate sum of \$711,000)², the Debtors have no secured lender and do not believe that any creditor has a security interest or lien in the revenue and cash of the Debtors.

8. In December 2016, Zetta Jet PTE announced the merger/acquisition of Zetta Jet USA's predecessor in interest, Advanced Air Management, Inc., a California corporation, and Asia Aviation Company Pte, Ltd., a Singaporean company, which gave rise to the Zetta Jet of today. Established in August 2015, Zetta Jet has provided the ultimate in bespoke luxury experience to a discerning clientele of ultra-high-net-worth individuals across the globe. Zetta Jet has enjoyed phenomenal growth over the past two years, in large part due to high client satisfaction, customer word-of-mouth, and high-profile advertising, including advertising on the ring-ropes of the recent Mayweather-McGregor boxing match.

9. The Debtors have the highest safety ratings and credentials from major aerospace safety rating agencies, including Wingman and ARG/US Air Charter. The Debtors are certified by the International Business Aviation Council and are a member of Air Charter Safety Foundation. Pursuant to Title 14 of the Code of Federal Regulations, Part 135, Zetta Jet USA holds an Air Carrier Certificate issued by the Federal Aviation Administration ("FAA") to conduct domestic and international charter flights. All domestic and international air charter operations of Zetta Jet PTE and Zetta Jet USA are conducted under the Air Carrier Certificate issued by the FAA to Zetta Jet USA.

B. Events Leading To Bankruptcy.

10. In August 2017, the Debtors' management learned that one of the Debtors' officers, Mr. Cassidy (who has since been removed from office), was engaged in what the

² At a hearing held on September 20, 2017 at 2:00 p.m., the Court granted the Debtors' emergency motion for use of the cash maintained in the Debtors' bank accounts at HSBC in Singapore, to the extent necessary to fund payroll payments, fuel purchases, maintenance and repair expenses, fly permits and licenses, and other similar costs immediately required to operate chartered flights, on an interim basis through the date and time of the continued interim hearing on such motion scheduled on September 27, 2017 at 2:00 p.m.

Debtors allege to be fraud, embezzlement, breaches of fiduciary duty, defalcation, and self-dealing at a loss of millions of dollars to the Debtors.

11. The Debtors believe that Mr. Cassidy did not simply loot the Debtors' coffers but also entered into several contracts on behalf of the Debtors that were detrimental to the Debtors (many of which the Debtors suspect involved kickbacks to Mr. Cassidy and secretive self-dealing). Among other things, in 2015, Mr. Cassidy, in his capacity as an officer of the Debtors, purchased three (3) Bombardier Global Express aircraft directly from an aircraft brokerage and four (4) Bombardier Global Express aircraft utilizing the same brokerage as their agent. An employee of the brokerage is alleged to have paid kickbacks of approximately \$2 million USD for each aircraft purchased. The Debtors estimate that these alleged kickbacks, in the aggregate, represent between \$14 million USD and \$18 million USD of assets and/or opportunities misappropriated from the Debtors. These dealings harmed and continue to harm the Debtors by having inflated the price of the purchased jets, inflating the financing obligations taken on by the Debtors, including additional interest on higher principal sums borrowed, and inflating the debt service to an unsustainable level.

12. The Debtors take the alleged fraud by Mr. Cassidy very seriously and began a legal investigation and forensic accounting pre-petition. As a result, on September 8, 2017, the Debtors filed a federal civil lawsuit against Mr. Cassidy and an investor in the United States District Court for the Central District of California, bearing case number 2:17-cv-06648-JAK-GJS (the "District Court Lawsuit"). By way of the District Court Lawsuit, the Debtors allege that Mr. Cassidy engaged in self-dealing, fraud, embezzlement and enriched himself by, among other unlawful activities, (i) using company funds to purchase and/or renovate personal property including two yachts and related items valued conservatively between \$3 million USD and \$10 million USD; (ii) purchasing and renovating real property, including homes in France and Singapore; (iii) purchasing at least three luxury automobiles in Singapore valued conservatively between \$2 million USD and \$3 million USD; (iv) hosting extravagant gatherings costing hundreds of thousands of dollars in restaurants, bars, and social clubs around the world,

1 including in Monaco, Los Angeles, and Macao; and (v) personally using the Debtors' fleet to fly
2 his friends and himself for free around the globe to Singapore, Melbourne, Tokyo, Los Angeles,
3 and Nice, France (where he took possession of his new multi-million-dollar yacht, which was
4 purchased with misappropriated funds at the Debtors' expense), in total over 300 hours of flight
5 time at an average cost of \$10,000 per hour in costs and lost corporate opportunity.

6 13. Immediately after learning of Mr. Cassidy's alleged fraud and other illegal
7 activities, the Board of Directors for Zetta Jet PTE (the "Board"), which is comprised of the
8 following three (3) directors: (i) Mr. Qi, (ii) Mr. Walter, and (iii) Mr. Seagrim, conducted a
9 special meeting of the Board on August 17, 2017. At such meeting, the three directors voted
10 unanimously to remove Mr. Cassidy and his wife, Miranda June Tang, from their respective
11 positions with the Debtors and to appoint Michael A. Maher ("Mr. Maher") as the Debtors' new
12 Chief Executive Officer and President, and executed a written Board resolution accordingly.

13 14. Prior to the Petition Date, Mr. Qi made demand upon the Debtors' management to
14 make their interest payment to him despite the fact that the Debtors did not have sufficient funds
15 to make that interest payment and pay for basic operating expenses such as payroll, fuel, etc.
16 The Debtors' management determined that the Debtors could not satisfy Mr. Qi's demand
17 without compromising the integrity of the Debtors' ongoing business operations. Mr. Qi
18 threatened to terminate Mr. Maher as the Debtors' Chief Executive Officer and President if his
19 interest payment was not made on time. The Debtors' management was of the belief that Mr. Qi
20 was placing his personal interests ahead of the interests of the Debtors' business and other
21 creditors at a time when Mr. Qi was a member of the Board.

22 15. At a subsequent special Board meeting conducted on September 5, 2017, the three
23 directors of the Board voted unanimously to authorize Mr. Maher to engage bankruptcy counsel
24 and to cause the Debtors to file Chapter 11 bankruptcy cases in the United States and/or
25 Singapore. However, prior to the Petition Date, the Debtors' management proposed to Mr. Qi a
26 potential financial solution providing for a capital infusion of \$8 million, which would have
27 facilitated the continued operation of the Debtors' business and avoided the need to file
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1 bankruptcy proceedings for the Debtors. The foregoing proposal was ultimately declined by Mr.
2 Qi, who indicated that he was unwilling to invest any more money into the business and that the
3 Debtors should go forward with the filing of bankruptcy proceedings, all while continuing to
4 press for repayment of the amounts owed to him by the Debtors.

5 16. The Debtors were facing mounting financial pressure and severe cash flow
6 problems as a result of years of alleged fraud, embezzlement, and bad contractual deals
7 conducted and/or negotiated by Mr. Cassidy and/or operating losses incurred by the Debtors'
8 business, and the Debtors were facing increasing pressure from creditors (including Mr. Qi) to
9 repay the amounts due to such creditors. In the absence of a significant cash infusion from Mr.
10 Qi or any other party, the Debtors' options were extremely limited. Based on the foregoing, Mr.
11 Maher (as the Debtors' President and Chief Executive Officer) caused the Debtors to file
12 voluntary Chapter 11 bankruptcy petitions on the Petition Date (*i.e.*, September 15, 2017).

13 **C. Current Posture Of The Debtors' Bankruptcy Cases.**

14 17. Following the Petition Date, in an apparent reversal of his earlier decision to
15 support the commencement of Chapter 11 bankruptcy proceedings for the Debtors, Mr. Qi joined
16 Mr. Cassidy in filing a request for an emergency injunction from a Singapore court to attempt to
17 stop the Debtors' pending Chapter 11 bankruptcy proceedings in the United States. The Debtors
18 have been advised that the Singapore court has issued an emergency injunction in response to the
19 request made by Mr. Qi and Mr. Cassidy, which injunction the Debtors contend is a violation of
20 the automatic stay and is void *ab initio*.

21 18. On or about September 18, 2017 (following the Petition Date), Messrs. Li and
22 Cassidy also gave formal notice of an "extraordinary general meeting of the members of Zetta
23 Jet Pte. Ltd." set for October 3, 2017 in Singapore. The primary order of business at the meeting
24 will be to remove the Debtors' current management, officers, and counsel, and to install new
25 officers (with Mr. Qi as the chairman of the Board and Chief Executive Officer) to take control
26 of the Debtors' bankruptcy cases and seemingly to seek to dismiss the Debtors' bankruptcy
27 cases.

1 19. On Friday, September 22, 2017, legal counsel for Messrs. Cassidy and Qi met in
2 person with the Debtors' current management and with proposed bankruptcy counsel for the
3 Debtors to discuss the current state of the Debtors' affairs and the Debtors' bankruptcy cases.
4 On Saturday, September 23, 2017, the Debtors' current management received a written message
5 from Mr. Qi stating that "I think it is better to let trustee to take over it." Messrs. Walter and
6 Seagrim, who comprise the balance of the Board (and who, with Mr. Qi, collectively own or
7 control 66% of the shares of Zetta Jet PTE), also support the appointment of a trustee in the
8 Debtors' bankruptcy cases.

9 20. The Debtors' management also believes that under the circumstances of these
10 cases, the appointment of a trustee in the Debtors' cases is in the best interests of the Debtors'
11 estates so that an independent party can determine the optimal disposition of these bankruptcy
12 estates. As noted above, there appear to be significant disputes, at both the Shareholders level
13 and the Board level, regarding the direction that the Debtors should take to address their severe
14 financial problems. Furthermore, certain insiders of the Debtors appear to have unavoidable
15 conflicts of interest in these cases as a result of, among other things, (i) Mr. Cassidy being
16 accused of pervasive and substantial fraud against the Debtors; (ii) Mr. Qi holding unsecured
17 creditor claims of approximately \$70 million against the Debtors and their bankruptcy estates
18 and having made pre-Petition Date demands upon the Debtors' senior management to place his
19 (*i.e.*, Mr. Qi's) personal interests ahead of the interests of the Debtors' business and other
20 creditors at a time when Mr. Qi was a member of the Board; and (iii) Mr. Qi and Mr. Cassidy
21 together controlling 64% of the shares of Zetta Jet PTE, leaving Mr. Walter and Mr. Seagrim
22 (who together own only 36% of the shares of Zetta Jet PTE) as the only non-conflicted insider
23 parties in these cases. Given the foregoing issues, it is impossible for the Debtors to form a
24 majority shareholder position without involving at least one conflicted Shareholder, which, in
25 turn, subjects the Debtors to the potential for continually shifting alliances that will ultimately
26 prevent a unified direction for the reorganization of the Debtors. The Debtors have therefore
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1 concluded that the immediate appointment of an impartial and disinterested trustee is both
2 necessary and appropriate under the circumstances of these cases.

3 21. The Debtors have advised the office of the United States Trustee (the “US
4 Trustee”) of all of the foregoing and have requested that the US Trustee stipulate to the
5 appointment of a Chapter 11 trustee in the Debtors’ cases. The US Trustee agreed to so
6 stipulate. Accordingly, on September 25, 2017, the Debtors filed with the Court a stipulation
7 signed by the Debtors and the US Trustee seeking to appoint a Chapter 11 trustee in the Debtors’
8 cases [Doc. No. 49] (the “Trustee Stipulation”) along with an emergency motion seeking Court
9 approval of the Trustee Stipulation [Doc. No. 51] (the “Trustee Motion”). A hearing on the
10 Trustee Motion has been set for Friday, September 29, 2017 at 9:00 a.m.

11 **D. Employment of Bankruptcy Counsel**

12 22. As debtors in Chapter 11 bankruptcy cases, the Debtors require the services of
13 bankruptcy counsel. The Debtors have decided that LNBYB is the ideal bankruptcy counsel to
14 jointly represent the Debtors, taking into account firm size, experience, skill level and cost. In that
15 regard, the Debtors seek to jointly employ LNBYB as their bankruptcy counsel, at the expense of
16 the Debtors’ bankruptcy estates, and to have the Debtors’ joint employment of LNBYB be deemed
17 effective as of the Petition Date.

18 23. The Debtors seek to employ LNBYB as their bankruptcy counsel to render, among
19 others, the following types of professional services:

20 a. advising the Debtors with regard to the requirements of the Bankruptcy
21 Court, Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee as they
22 pertain to the Debtors;

23 b. advising the Debtors with regard to certain rights and remedies of their
24 bankruptcy estates and the rights, claims and interests of creditors;

25 c. representing the Debtors in any proceeding or hearing in the Bankruptcy
26 Court involving their estates unless the Debtors are represented in such proceeding or hearing by
27 other special counsel;

1 d. conducting examinations of witnesses, claimants or adverse parties and
2 representing the Debtors in any adversary proceeding except to the extent that any such
3 adversary proceeding is in an area outside of LNBYB's expertise or which is beyond LNBYB's
4 staffing capabilities;

5 e. preparing and assisting the Debtors in the preparation of reports,
6 applications, pleadings and orders including, but not limited to, applications to employ
7 professionals, interim statements and operating reports, initial filing requirements, schedules and
8 statement of financial affairs, lease pleadings, cash collateral pleadings, financing pleadings, and
9 pleadings with respect to the Debtors' use, sale or lease of property outside the ordinary course
10 of business;

11 f. representing the Debtors with regard to obtaining use of debtor in
12 possession financing and/or cash collateral including, but not limited to, negotiating and seeking
13 Bankruptcy Court approval of any debtor in possession financing and/or cash collateral pleading
14 or stipulation and preparing any pleadings relating to obtaining use of debtor in possession
15 financing and/or cash collateral;

16 g. if appropriate, assisting the Debtors in the negotiation, formulation,
17 preparation and confirmation of a plan of reorganization and the preparation and approval of a
18 disclosure statement in respect of the plan; and

19 h. performing any other services which may be appropriate in LNBYB's
20 representation of the Debtors during their bankruptcy cases.

21 24. LNBYB is comprised of attorneys who specialize in and limit their practice to
22 matters of insolvency, reorganization and bankruptcy law and is well qualified to represent the
23 Debtors. All attorneys comprising or associated with LNBYB are admitted to practice law in the
24 California courts and in the United States District Court for the Central District of California. A
25 copy of LNBYB's firm resume is attached as **Exhibit "1"** to the Declaration of Juliet Y. Oh, Esq.
26 (the "Oh Declaration") annexed hereto.

1 25. LNBYB will bill its time for its representation of each of the Debtors on an hourly
2 basis in accordance with LNBYB's standard hourly billing rates. A listing of the current hourly
3 billing rates for each of LNBYB's attorneys is attached as **Exhibit "2"** to the Oh Declaration
4 annexed hereto. LNBYB will seek reimbursement of expenses in accordance with the rates set
5 forth in the guidelines promulgated by the Office of the United States Trustee. The Debtors expect
6 that Ron Bender, Juliet Y. Oh, and John-Patrick M. Fritz will be the primary attorneys at LNBYB
7 responsible for the representation of the Debtors during their Chapter 11 cases.

8 26. Because LNBYB's practice is limited exclusively to matters of bankruptcy,
9 insolvency and reorganization law, the services provided by LNBYB do not include the rendition
10 of substantive legal advice outside of these areas such as corporate, tax, securities, tort,
11 environmental, labor, criminal, real estate law or real estate litigation. LNBYB will not be required
12 to represent or advise the Debtors in matters which LNBYB believes are beyond LNBYB's
13 expertise such as the areas of law just described. In addition, LNBYB will not be required to
14 represent the Debtors in matters where LNBYB determines that it lacks the ability to staff the
15 matter adequately, such as in certain, major complex litigation.

16 27. During the one-year period prior to the Petition Date, the Debtors paid the total
17 aggregate sum of \$100,000 as retainer payments to LNBYB for legal services in contemplation of
18 and in connection with the Debtors' chapter 11 cases, not including the \$1,717 chapter 11
19 bankruptcy filing fee for each of the Debtors. LNBYB is informed that the retainer payments were
20 paid to LNBYB by the Debtors with revenues generated by the Debtors.

21 28. LNBYB negotiated the amount of the retainer payments with the Debtors based
22 upon a number of factors including, but not limited to, the size and complexity of the Debtors'
23 cases, the time that LNBYB expects to put forth in the Debtors' cases, the limited amount of funds
24 the Debtors had at the time of their bankruptcy filings, and the expected availability of funds to pay
25 LNBYB's fees and expenses incurred in excess of the retainers.

29. LNBYS has not been paid any money by the Debtors or any other entity at any time other than amounts set forth above. LNBYS has not received any lien or other interest in property of the Debtors or of a third party to secure payment of LNBYS's fees or expenses.

30. Through and including the Petition Date, LNBYS incurred fees and costs totaling approximately \$38,306.00. Accordingly, as of the Petition Date, LNBYS had a retainer balance of approximately \$61,694.00.³ To assist LNBYS with its own cash flow needs, LNBYS requests Court authority to draw down against such retainer balance for the fees and expenses incurred by LNBYS during the Debtors' Chapter 11 cases. LNBYS respectfully submits that cause exists to allow LNBYS to draw down against the retainer balance through a procedure which provides notice and an opportunity to be heard since LNBYS is a relatively small firm and its ability to pay operational expenses and compensation to its employees is dependent on its ability to generate cash flow. LNBYS will provide notice of its intended draw-down(s) against the retainer balance to the Court, the Office of the United States Trustee, all known secured creditors, the 20 largest unsecured creditors of each of the Debtors, and all parties requesting special notice using the United States Trustee professional fee statement form made available on the website of the Office of the United States Trustee (see form attached as **Exhibit "3"** to the Oh Declaration annexed hereto). LNBYS submits that the foregoing proposed draw-down procedure is consistent with the Office of the United States Trustee's guidelines and will provide parties in interest with the requisite notice and opportunity to be heard. LNBYS recognizes that all payments received by LNBYS will ultimately be subject to Court allowance after notice and a hearing pursuant to 11 U.S.C. § 330.

31. LNBYS will seek Court authority to be paid from each of the Debtors' estates for any and all fees incurred and expenses advanced by LNBYS in excess of any retainer payments

³ Due to the delay that typically occurs between the date that an expense is incurred and the date that the expense is entered into LNBYS's billing system (and reflected in LNBYS's monthly invoices), there may be additional expenses that were incurred by LNBYS on or prior to the Petition Date that are not included in the total estimated amount of fees and expenses reflected herein. Accordingly, the amount of the retainer balance which remained as of the Petition Date may be lower than \$61,694.00.

1 received. LNBYB recognizes that the payment of any such additional fees and expenses will be
2 subject to further Court order after notice and a hearing pursuant to 11 U.S.C. § 330.

3 32. LNBYB has not shared or agreed to share its compensation for representing the
4 Debtors with any other person or entity, except among its members.

5 33. LNBYB will provide monthly billing statements to each of the Debtors that will set
6 forth the amount of fees incurred and expenses advanced by LNBYB during the previous month.

7 34. LNBYB understands the provisions of 11 U.S.C. §§ 327, 330 and 331 which
8 require, among other things, Court approval of the Debtors' joint employment of LNBYB as
9 bankruptcy counsel and of all legal fees and reimbursement of expenses that LNBYB will receive
10 from the Debtors and their respective estates.

11 35. LNBYB is not a creditor, an equity security holder or an insider of either of the
12 Debtors.

13 36. Other than as set forth below, LNBYB does not have any previous connection with
14 any insider of the Debtors or any insider of an insider of the Debtors. The Debtors, who are
15 affiliates of each other, are seeking to jointly employ LNBYB as their bankruptcy counsel. Given
16 that the interests and goals of the Debtors in these cases are aligned, the Debtors do not believe that
17 LNBYB's representation of both Debtors presents a conflict barring LNBYB's employment as
18 bankruptcy counsel for the Debtors in these cases. Moreover, it would be impractical and cost
19 inefficient for the Debtors to employ separate bankruptcy law firms.

20 37. LNBYB did not agree to any variations from, or alternatives to, the firm's standard
21 or customary billing arrangements for this engagement.

22 38. None of LNBYB's professionals included in this engagement varies his/her rate
23 based on geographic location of the bankruptcy case.

24 39. LNBYB's billing rates and terms of engagement in connection with the Debtors'
25 cases are identical to those in effect during the twelve (12) months prior to the Petition Date.
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1 40. The Debtors have approved the staffing and budget plan of LNBYB with respect to
2 this engagement.⁴

3 41. LNBYB is not and was not an investment banker for any outstanding security of
4 either of the Debtors. LNBYB has not been within three years before the Petition Date an
5 investment banker for a security of either of the Debtors, or an attorney for such an investment
6 banker in connection with the offer, sale or issuance of any security of either of the Debtors.

7 42. Neither LNBYB nor any member of LNBYB is, nor was, within two years before
8 the Petition Date, a director, officer or employee of either of the Debtors or of any investment
9 banker for any security of either of the Debtors.

10 43. As set forth in the annexed Oh Declaration, to the best of LNBYB's knowledge,
11 LNBYB does not hold or represent any interest materially adverse to the interest of either of the
12 Debtors' estates, or of any class of creditors or equity security holders, by reason of any direct or
13 indirect relationship to, connection with, or interest in, either of the Debtors or an investment
14 banker for any security of either of the Debtors, or for any other reason.

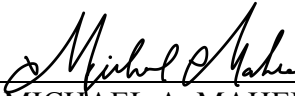
15 44. To the best of LNBYB's knowledge, LNBYB does not hold or represent any
16 interest materially adverse to either of the Debtors or their bankruptcy estates, and LNBYB is a
17 "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code. To the
18 best of LNBYB's knowledge, other than as set forth herein, LNBYB has no prior connection with
19 either of the Debtors, any creditors of the Debtors or their estates, or any other party in interest in
20 these cases, or their respective attorneys or accountants, the United States Trustee or any person
21 employed by the United States Trustee.

22 45. The Debtors believe that their joint employment of LNBYB upon the terms and
23 conditions set forth above is in the best interests of both of the Debtors' estates.

24 _____
25 ⁴ On September 26, 2017, LNBYB was advised by the office of the US Trustee that the
26 Debtors' bankruptcy cases have been determined to be "mega cases" and are therefore subject to special
27 provisions and guidelines regarding, among other things, professional employment applications.
28 LNBYB has endeavored to comply with the special provisions and guidelines for employment
applications filed in "mega cases" herein but will file a supplement to provide any additional
information required by the US Trustee as requested.


1 **WHEREFORE**, the Debtors respectfully request that the Court approve their joint
2 employment of LNBYB as their general bankruptcy counsel, effective as of the Petition Date
3 (*i.e.*, September 15, 2017), upon the terms and conditions set forth above.

4 Dated: September 26, 2017 ZETTA JET USA, INC. and
5 ZETTA JET PTE, LTD.

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9 By: MICHAEL A. MAHER
 Its: President and Chief Executive Officer

10 Submitted by:

11 LEVENE, NEALE, BENDER, YOO
12 & BRILL, L.L.P.

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15 By: _____
16 RON BENDER
17 JULIET Y. OH
18 JOHN-PATRICK M. FRITZ

19 Proposed Attorneys for Chapter 11 Debtors
20 and Debtors in Possession
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DECLARATION OF JULIET Y. OH, ESQ.

I, JULIET Y. OH, ESQ., hereby declare as follows:

1. I have personal knowledge of the facts set forth below and, if called to testify, would and could competently testify thereto.

2. I am a partner of the law firm of Levene, Neale, Bender, Yoo & Brill L.L.P. (“LNBYB”). I am an attorney licensed to practice law in the State of California and the United States District Court and the Bankruptcy Court for Central District of California

3. I submit this declaration in support of the application (the “Application”) filed by Zetta Jet USA, Inc., a California corporation (“Zetta Jet USA”), and Zetta Jet PTE, Ltd., a Singaporean corporation (“Zetta Jet PTE,” and together with Zetta Jet USA, the “Debtors”), the debtors and debtors in possession herein, for Court approval of the Debtors’ joint employment of Levene, Neale, Bender, Yoo & Brill L.L.P. (“LNBYB”) as general bankruptcy counsel, effective as of September 15, 2017 (*i.e.*, the date of the Debtors’ bankruptcy filings), upon the terms and conditions described in the Application. All capitalized terms not specifically defined herein shall have the meanings ascribed to them in the Application.

4. LNBYB is comprised of attorneys who specialize in and limit its practice to matters of insolvency, reorganization and bankruptcy law. All attorneys comprising or associated with LNBYB are admitted to practice law in the California courts and in the United States District Court for the Central District of California. Attached hereto as **Exhibit “1”** is a copy of LNBYB’s resume.

5. Zetta Jet USA, Inc., a California corporation (“Zetta Jet USA”), and Zetta Jet PTE, Ltd., a Singaporean corporation (“Zetta Jet PTE,” and together with Zetta Jet USA, the “Debtors”), the debtors and debtors in possession in the above-captioned, jointly-administered Chapter 11 bankruptcy cases, commenced their bankruptcy cases by filing voluntary petitions under chapter 11 of 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”) on September 15, 2017 (the “Petition Date”). Each of the Debtors continues to operate its business, manage its financial

1 affairs and operate its respective bankruptcy estate as a debtor in possession pursuant to Sections
2 1107 and 1108 of the Bankruptcy Code.

3 6. The Debtors have requested that LNBYB serve as their bankruptcy counsel in
4 connection with their pending Chapter 11 bankruptcy cases.

5 7. LNBYB has agreed to jointly represent the Debtors as their bankruptcy counsel to
6 render such ordinary and necessary legal services as may be required in connection with the
7 Debtors' Chapter 11 cases including, but not limited to:

8 a. advising the Debtors with regard to the requirements of the Bankruptcy
9 Court, Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee as they
10 pertain to the Debtors;

11 b. advising the Debtors with regard to certain rights and remedies of their
12 bankruptcy estates and the rights, claims and interests of creditors;

13 c. representing the Debtors in any proceeding or hearing in the Bankruptcy
14 Court involving their estates unless the Debtors are represented in such proceeding or hearing by
15 other special counsel;

16 d. conducting examinations of witnesses, claimants or adverse parties and
17 representing the Debtors in any adversary proceeding except to the extent that any such
18 adversary proceeding is in an area outside of LNBYB's expertise or which is beyond LNBYB's
19 staffing capabilities;

20 e. preparing and assisting the Debtors in the preparation of reports,
21 applications, pleadings and orders including, but not limited to, applications to employ
22 professionals, interim statements and operating reports, initial filing requirements, schedules and
23 statement of financial affairs, lease pleadings, cash collateral pleadings, financing pleadings, and
24 pleadings with respect to the Debtors' use, sale or lease of property outside the ordinary course
25 of business;

26 f. representing the Debtors with regard to obtaining use of debtor in
27 possession financing and/or cash collateral including, but not limited to, negotiating and seeking
28

1 Bankruptcy Court approval of any debtor in possession financing and/or cash collateral pleading
2 or stipulation and preparing any pleadings relating to obtaining use of debtor in possession
3 financing and/or cash collateral;

4 g. if appropriate, assisting the Debtors in the negotiation, formulation,
5 preparation and confirmation of a plan of reorganization and the preparation and approval of a
6 disclosure statement in respect of the plan; and

7 h. performing any other services which may be appropriate in LNBYB's
8 representation of the Debtors during their bankruptcy cases.

9 8. LNBYB will bill its time for its representation of each of the Debtors on an hourly
10 basis in accordance with LNBYB's standard hourly billing rates. A listing of the current hourly
11 billing rates for each of LNBYB's attorneys is attached as Exhibit "2" hereto. LNBYB will
12 seek reimbursement of expenses in accordance with the rates set forth in the guidelines
13 promulgated by the Office of the United States Trustee. I expect that Ron Bender, John-Patrick
14 M. Fritz, and I will be the primary attorneys at LNBYB responsible for the representation of the
15 Debtors during their Chapter 11 cases.

16 9. Because LNBYB's practice is limited exclusively to matters of bankruptcy,
17 insolvency and reorganization law, the services provided by LNBYB do not include the rendition
18 of substantive legal advice outside of these areas such as corporate, tax, securities, tort,
19 environmental, labor, criminal, real estate law or real estate litigation. LNBYB will not be
20 required to represent or advise the Debtors in matters which LNBYB believes are beyond
21 LNBYB's expertise such as the areas of law just described. In addition, LNBYB will not be
22 required to represent the Debtors in matters where LNBYB determines that it lacks the ability to
23 staff the matter adequately, such as in certain, major complex litigation.

24 10. During the one-year period prior to the Petition Date, the Debtors paid the total
25 aggregate sum of \$100,000 as retainer payments to LNBYB for legal services in contemplation
26 of and in connection with the Debtors' chapter 11 cases, not including the \$1,717 chapter 11

1 bankruptcy filing fee for each of the Debtors. I am informed that the retainer payments were
2 paid to LNBYB by the Debtors with revenues generated by the Debtors.

3 11. LNBYB negotiated the amount of the retainer payments with the Debtors based
4 upon a number of factors including, but not limited to, the size and complexity of the Debtors'
5 cases, the time that LNBYB expects to put forth in the Debtors' cases, the limited amount of
6 funds the Debtors had at the time of their bankruptcy filings, and the expected availability of
7 funds to pay LNBYB's fees and expenses incurred in excess of the retainers.

8 12. LNBYB has not been paid any money by the Debtors or any other entity at any
9 time other than amounts set forth above. LNBYB has not received any lien or other interest in
10 property of the Debtors or of a third party to secure payment of LNBYB's fees or expenses.

11 13. Through and including the Petition Date, LNBYB incurred fees and costs totaling
12 approximately \$38,306.00. Accordingly, as of the Petition Date, LNBYB had a retainer balance
13 of approximately \$61,694.00.⁵ To assist LNBYB with its own cash flow needs, LNBYB
14 requests Court authority to draw down against such retainer balance for the fees and expenses
15 incurred by LNBYB during the Debtors' Chapter 11 cases. LNBYB respectfully submits that
16 cause exists to allow LNBYB to draw down against the retainer balance through a procedure
17 which provides notice and an opportunity to be heard since LNBYB is a relatively small firm and
18 its ability to pay operational expenses and compensation to its employees is dependent on its
19 ability to generate cash flow. LNBYB will provide notice of its intended draw-down(s) against
20 the retainer balance to the Court, the Office of the United States Trustee, all known secured
21 creditors, the 20 largest unsecured creditors of each of the Debtors, and all parties requesting
22 special notice using the United States Trustee professional fee statement form made available on
23 the website of the Office of the United States Trustee (see form attached as **Exhibit "3"** to the

24 _____
25 ⁵ Due to the delay that typically occurs between the date that an expense is incurred and the
26 date that the expense is entered into LNBYB's billing system (and reflected in LNBYB's monthly
27 invoices), there may be additional expenses that were incurred by LNBYB on or prior to the Petition
28 Date that are not included in the total estimated amount of fees and expenses reflected herein.
Accordingly, the amount of the retainer balance which remained as of the Petition Date may be lower
than \$61,694.00.

Oh Declaration annexed hereto). LNBYB submits that the foregoing proposed draw-down procedure is consistent with the Office of the United States Trustee's guidelines and will provide parties in interest with the requisite notice and opportunity to be heard. LNBYB recognizes that all payments received by LNBYB will ultimately be subject to Court allowance after notice and a hearing pursuant to 11 U.S.C. § 330.

14. In addition to its retainer balance, LNBYB will seek Court authority to be paid from each of the Debtors' estates for any and all fees incurred and expenses advanced by LNBYB in excess of its retainer balance. LNBYB recognizes that the payment of any such additional fees and expenses will be subject to further Court order after notice and a hearing pursuant to 11 U.S.C. § 330.

15. LNBYB has not shared or agreed to share its compensation for representing the Debtors with any other person or entity, except among its members.

16. LNBYB will provide monthly billing statements to each of the Debtors that will set forth the amount of fees incurred and expenses advanced by LNBYB during the previous month.

17. LNBYB understands the provisions of 11 U.S.C. §§ 327, 330 and 331 which require, among other things, Court approval of the Debtors' joint employment of LNBYB as bankruptcy counsel and of all legal fees and reimbursement of expenses that LNBYB will receive from the Debtors and their respective estates.

18. LNBYB is not a creditor, an equity security holder or an insider of either of the Debtors.

19. Other than as set forth below, LNBYB does not have any previous connection with any insider of the Debtors or any insider of an insider of the Debtors. The Debtors, who are affiliates of each other, are seeking to jointly employ LNBYB as their bankruptcy counsel. Given that the interests and goals of the Debtors in these cases are aligned, I do not believe that LNBYB's representation of both Debtors presents a conflict barring LNBYB's employment as bankruptcy counsel for the Debtors in these cases.

1 20. LNBYB did not agree to any variations from, or alternatives to, the firm's
2 standard or customary billing arrangements for its proposed engagement in the Debtors' cases.

3 21. None of LNBYB's professionals included in LNBYB's proposed engagement in
4 the Debtors' cases varies his/her rate based on geographic location of the bankruptcy case.

5 22. LNBYB's billing rates and terms of engagement in connection with the Debtors'
6 cases are identical to those in effect during the twelve (12) months prior to the Petition Date.

7 23. Attached hereto as Exhibit "4" is an estimated budget with respect to the first 90
8 days of the Debtors' cases. The budget is being filed based upon the United States Trustee's
9 guidelines in connection with the size of the Debtors' cases (which I understand has been
10 determined by the United States Trustee as "mega cases").⁶ However, the attached budget is
11 only a very rough estimate, particularly in light of the current posture of the Debtors' cases, and
12 should not be viewed as minimum or maximum amounts.

13 24. LNBYB is not and was not an investment banker for any outstanding security of
14 either of the Debtors. LNBYB has not been within three years before the Petition Date an
15 investment banker for a security of either of the Debtors, or an attorney for such an investment
16 banker in connection with the offer, sale or issuance of any security of either of the Debtors.

17 25. Neither LNBYB nor any member of LNBYB is, nor was, within two years before
18 the Petition Date, a director, officer or employee of either of the Debtors or of any investment
19 banker for any security of either of the Debtors.

20 26. To the best of my knowledge, LNBYB does not hold or represent any interest
21 materially adverse to the interest of either of the Debtors' estates, or of any class of creditors or
22 equity security holders, by reason of any direct or indirect relationship to, connection with, or
23

24
25 ⁶ On September 26, 2017, LNBYB was advised by the office of the United States Trustee that
26 the Debtors' bankruptcy cases have been determined to be "mega cases" and are therefore subject to
27 special provisions and guidelines regarding, among other things, professional employment applications.
28 LNBYB has endeavored to comply with the special provisions and guidelines for employment
applications filed in "mega cases" in the Application but will file a supplement to provide any
additional information required by the United States Trustee as requested.

1 interest in, either of the Debtors or an investment banker for any security of either of the Debtors,
2 or for any other reason.

3 27. To the best of my knowledge, LNBYB does not hold or represent any interest
4 materially adverse to either of the Debtors or their estates, and LNBYB is a “disinterested
5 person” as that term is defined in Section 101(14) of the Bankruptcy Code. To the best of my
6 knowledge, and based upon a conflict search conducted by LNBYB, other than as set forth
7 herein, LNBYB has no prior connection with either of the Debtors, any creditors of the Debtors
8 or their estates, or any other party in interest in these cases, or their respective attorneys or
9 accountants, the United States Trustee or any person employed by the United States Trustee.

10 I declare and verify under penalty of perjury under the laws of the United States of
11 America that the foregoing is true and correct to the best of my knowledge.

12 Executed on this 25th day of September 2017, at Los Angeles, California.

13 
14

15 _____
JULIET Y. OH
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EXHIBIT “1”

[LNBYB Firm Resume]

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

DAVID W. LEVENE, born March 24, 1945, New York, New York. A founding partner of Levene, Neale, Bender, Yoo & Brill L.L.P.. Business and Professional Experience: July, 1974 to Present, attorney specializing in matters of bankruptcy, insolvency, business reorganization and commercial financing. Education and Honors: University of Southern California, B.S., Business Administration, 1967; University of Southern California, M.B.A., finance and marketing, 1968; Loyola University of Los Angeles, J.D. *magna cum laude*, 1974. Bar Admissions: California, United States District Court for the Southern, Central, Eastern and Northern Districts of California; and U.S. Court of Appeals, Ninth Circuit. Professional Memberships and Associations: Los Angeles County (past member: Executive Committee, Commercial Law and Bankruptcy Section; Bankruptcy Subcommittee); Past chair of Bankruptcy Section of Beverly Hills Bar Association; Federal and American Bar Associations; The State Bar of California; Financial Lawyers Conference; American Bankruptcy Institute; Commercial Law League of America; and Turnaround Management Association. Guest Lecturer: Frost & Sullivan, Inc., "Loan Workouts, LBOs and Bankruptcy"; The Banking Law Institute, "Loan Workout, Restructure and Bankruptcy"; Drexel Burnham Lambert, "Chapter 11"; Financial Lawyers Conference, "Fraudulent Conveyances"; Los Angeles Bankruptcy Forum, "Out of Court Reorganizations"; Orange County Bankruptcy Forum, "Restructuring Financially Troubled Businesses"; Jewelers Board of Trade, "Consignment Issues in Bankruptcy"; Turnaround Management Association, "Case Study on Representation of Debtor in Out of Court Workouts and Chapter 11"; National Conference of the Turnaround Management Association, "Gaining Confidence of Lenders and Creditors in Workouts and Restructurings"; Young Presidents' Organization National Conference, "Acquisition and Investment Opportunities in Bankruptcy Reorganization Cases"; The Counselors of Real Estate Convention, "Chapter 11 and the Role of the Real Estate Advisor"; Association of Insolvency Accountants: Valuation Conference, "Valuation Issues in Chapter 11 Cases", Moderator of seminar on "Workouts" sponsored by Orange Country Bankruptcy Forum, "Role of Appraisers in Bankruptcy & Reorganization Cases" presented at convention of American Society of Appraisers, and guest lecturer on "Workouts and Restructuring" presented nationally by Fulcrum Information Services. Twice

continued...

pg 1 of 2



DAVID W. LEVENE

dwl@lnbyb.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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DAVID W. LEVENE
PROFESSIONAL RESUME
continued from page 1

included in annual list of “100 most prominent business attorneys practicing in Los Angeles County” in Los Angeles Business Journal’s annual list of “Who’s Who in Law and Accounting.” Repeatedly listed as a “Southern California Super Lawyer” in annual polls of his peers.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

DAVID L. NEALE began his legal career in New York, with the law firm of Kramer, Levin, Nessen, Kamin & Frankel, where he represented creditors and creditors' committees in large, complex cases such as Texaco Inc., LTV Steel and Charter Co. When Mr. Neale relocated to California in 1989, to join the law firm of Levene & Eisenberg, he brought with him an understanding of creditors' rights and remedies that he was able to apply to the representation of debtors and other constituencies in bankruptcy and workout situations.

His broad experience includes handling cases in a variety of areas including: **Manufacturing** (successful Chapter 11 reorganization for companies such as Future Media Productions, a manufacturer of blank CDs and DVDs; California Aircraft & Engines, Inc., a manufacturer of aircraft engine parts with claimants from around the world; DCC Compact Classics, Inc., a manufacturer of specialty CDs and recordings; Fernandes Guitars, a manufacturer of electric and acoustic guitars for distribution around the world); **the food and beverage industry** (Chinois Restaurant, successful Chapter 11 reorganization for a Las Vegas restaurant; Café-Melisse Valencia, successful out-of court workout and orderly liquidation; Galletti Brothers Foods, successful Chapter 11 reorganization for one of the nation's largest fresh seafood wholesalers); **Construction** (successful Chapter 11 reorganization for Rock & Waterscape, Inc., builder of water-themed features in Las Vegas and around the world); **Real estate** (successful Chapter 11 cases for North Silver Lake Lodge, LLC, involving one of the last undeveloped parcels of real property in the Deer Valley, Utah ski resort area; IDM Corporation and its affiliates requiring the restructuring of over \$1 billion in debt; and Galletti Brothers Investments, a real estate partnership with multiple properties. He has also represented Ritter Ranch Development, the owner of an 11,000 acre development property in Palmdale; and National Enterprises, Inc. and San Diego Investments, real estate management and development companies with properties across the United States); **Energy** (representing the California Independent System Operator Corporation in connection with the bankruptcy cases of California Power Exchange, Pacific Gas & Electric Co., Enron Inc. and Mirant and its affiliates); **Banking and finance** (Imperial Credit Industries, Inc.); **Trucking** (Consolidated Freightways and its affiliates, in which Mr. Neale represented multi-employer pension funds that were the largest creditors



DAVID L. NEALE
dln@lnbyb.com

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pg 1 of 3

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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DAVID L. NEALE
PROFESSIONAL RESUME
continued from page 1

and went on to represent the post-confirmation Plan Oversight Committee and serve as special counsel to the Liquidating Trust in certain litigation and appellate matters, and The Penn Traffic Co. and its affiliates, in which Mr. Neale represented certain multi-employer retirement, health and welfare funds); **Technology and communication** (WCI Cable, Inc., a fiber optic cable network located in Oregon and Alaska); and **Retail** (successful Chapter 11 cases for Ortho Mattress, Inc., a manufacturer and retailer of bedding products; Britches of Georgetowne, Inc., a clothing retailer with outlets in several states). Mr. Neale has a particular expertise in the **entertainment industry**. He has represented clients involved in **publishing** (New Millennium Entertainment, Buzz Magazine); **film exhibition** (Resort Theaters of America); film production (Franchise Pictures, LLC and its affiliates); The Samuel Goldwyn Company in connection with its acquisition of Heritage Entertainment); and **artists** (Gladys Knight, Mick Fleetwood, Lynn Redgrave, among others).

Mr. Neale is both an experienced and aggressive litigator whose cases have resulted in several notable published opinions, and a seasoned negotiator who brings his skills to bear as a member of the Mediation Panel for the Bankruptcy Court for the Central District of California. He is a Member of the American Bar Association, Association of the Bar of the City of New York, New York County Bar Association, Century City Bar Association, Beverly Hills Bar Association, Financial Lawyers' Conference, Association of Trial Lawyers of America, Turnaround Management Association, and the Commercial Law League of America. Mr. Neale serves on the Board of Directors of the Financial Lawyers Conference and AIDS Project Los Angeles.

Mr. Neale received his B.A., Summa Cum Laude from Princeton University in 1984 and his J.D. from Columbia University School of Law in 1987. He was admitted to the New York Bar in 1988 and the California Bar in 1989. He was admitted to the Ninth Circuit Court of Appeals in 1989, and was admitted to the United States District Court for the Southern and Eastern Districts of New York in 1988. In 1989, he was admitted to the Central, Eastern, Northern and Southern Districts of California. He has also practiced extensively in courts around the country, in venues as diverse as Oregon, Arizona, Nevada, Texas, Arkansas, Utah, Florida, New York, Delaware and Tennessee.

pg 2 of 3

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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DAVID L. NEALE
PROFESSIONAL RESUME
continued from page 2

Mr. Neale is the author of "Bankruptcy and Contractual Relations in the Entertainment Industry – An Overview," "1990 Entertainment, Publishing and the Arts Handbook," "A Survey of Recent Bankruptcy Decisions Impacting upon the Entertainment Industry," 1992 - 1993 Entertainment, Publishing and the Arts Handbook; "SEC Actions and Stays," *National Law Journal*, 2002; and "The Scope and Application of 11 U.S.C. § 1145," American Bankruptcy Institute Bankruptcy Battleground West, 2003. He was featured as a "Mover & Shaker" by *The Deal* magazine in 2006, and has been interviewed several times by, among others, KNX news radio in Los Angeles, Variety magazine and the *California Real Estate Journal* on bankruptcy topics.

Mr. Neale has appeared as a speaker on the following topics before the following organizations: "Making the Best Better: Lessons From the Battlefield," Turnaround Management Association 6th Annual Spring Meeting, 1998; "Litigation Issues in Bankruptcy," Business Torts - An Introduction and Primer, Consumer Attorneys Association of Los Angeles, 1998; "There Must Be Fifty Ways to Leave Your Troubles," Turnaround Management Association, 1998; "The Impact of State Court Decisions in Bankruptcy Court," Beverly Hills Bar Association, 2001. He has appeared as a panelist, addressing issues relating to "Bankruptcy in the Dot-Com Economy" and "Licensing Agreements: How to Draft and Enforce Them" for Law.Com Seminars; "Public Company Debtors and the SEC," American Bankruptcy Institute Bankruptcy Battleground West, 2003; "The 2005 Amendments to Bankruptcy Code Sections 546(c) and 547 – The Early Returns," Financial Lawyers Conference, 2008; and "Transfers of Intellectual Property," Southwestern Law School, Bankruptcy in the New Millennium, 2010.

Mr. Neale has consistently been named by *Los Angeles* magazine as one of its 100 "Super Lawyers" in the bankruptcy field.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

RON BENDER is a founding and co-managing partner of the firm. With a large and diverse practice, Mr. Bender has successfully reorganized and sold numerous companies and restructured the financial affairs of many individuals. Mr. Bender is widely regarded as a highly creative, results oriented bankruptcy attorney who is able to tackle complex problems and develop and implement creative solutions. Mr. Bender has repeatedly been listed by "Super Lawyers" as one of the top 100 lawyers in Southern California in regional surveys of his peers. Mr. Bender received his undergraduate degree in Finance from the prestigious Wharton School of Business at the University of Pennsylvania in 1986 where he graduated first in his class (B.S., summa cum laude), and then obtained his law degree from Stanford University Law School in 1989. During law school, Mr. Bender served as a judicial extern for the Honorable Lloyd King, U.S. Bankruptcy Court, Northern District of California Bankruptcy Court. Since graduating from law school, Mr. Bender has worked solely in the areas of bankruptcy, insolvency and business reorganization, and has developed one of the largest bankruptcy, insolvency and restructuring practices in Southern California, including the representation of debtors, creditors' committees, creditors, purchasers of businesses, and assignees in the context of assignments for the benefit of creditors. Mr. Bender's incredibly broad Chapter 11 debtor experience includes the representation of Matterhorn Group (a large manufacturer of novelty ice cream products which was sold); Fat Burger (a well known chain of hamburger restaurants which were sold); Westcliff Medical Laboratories (an owner and operator of 170 patient service center laboratories and labs throughout California with \$95 million of annual revenue and 1,000 employees which was recently sold for \$57.5 million); LifeMasters Supported Selfcare (a national disease management company with annual revenue of \$80 million which was sold); Bodies in Motion (a chain of fitness facilities which was sold for approximately \$10 million); Max Equipment Rental (an equipment rental company which successfully reorganized); Nelson & Associates (a manufacturers' representative in the electrical industry which successfully restructured its debt); Douglas Furniture (a large furniture manufacturer); Padilla Construction (a plastering company which successfully reorganized); Lamas Beauty (a manufacturer of beauty supply products which was sold); Paramount Scaffolding (a large scaffolding rental company which was sold); Alin Party Supply (a retail chain of party supplies which successfully reorganized); Lake San Marcos Resort & Country Club; Krystal Air (an aircraft leasing company which was sold); Pacific High Reach (a large construction



RON BENDER

rb@lnbyb.com

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pg 1 of 3

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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RON BENDER
PROFESSIONAL RESUME

continued from page 1

equipment rental company which was sold for \$17 million); Krystal Koach (a large manufacturer of limousines and shuttle buses which was sold); Small World Toys (a toy company which was sold for approximately \$16 million); Intervisual (a children's book company which was sold for approximately \$10 million); LightPointe Communications (a manufacturer of wireless networking equipment which successfully reorganized); Nicola (a large olive importer and distributor which successfully reorganized); Krispy Kreme (an owner and operator of Krispy Kreme Doughnut Stores which successfully reorganized); Pleasant Care (an owner and operator of skilled nursing facilities with annual revenue of approximately \$200 million which was sold for approximately \$17 million); Aura Systems (a publicly traded manufacturer of a mobile power generator which successfully reorganized); Sega GameWorks (a retail entertainment based company operating under the name of "GameWorks," with \$60 million of annual revenue, which was sold for approximately \$8 million); Alliant Protection Services (a commercial and residential alarm services company with 16,000 customers, which was sold for \$14.5 million); The Walking Company (a national chain of 101 retail stores selling specialty shoes and footwear, which successfully reorganized involving \$22 million of cash, debt and stock); Shoe Pavilion (a chain of 117 retail stores selling off-price footwear with locations in the Western and Southwestern United States which was sold); Gadzoox Networks (a publicly traded company engaged in the business of providing networking infrastructure for storage and data management, where one division was sold for \$8.5 million and the balance of the company successfully reorganized); State Line Hotel, State Line Casino, Jim's Enterprises (two hotels and casinos located in West Wendover, Nevada known as the State Line Hotel and Casino and the Silver Smith Hotel and Casino, which were sold for \$55 million); Management Action Programs (a management consulting firm that successfully reorganized); Easyrider and Paisano Publications (publicly traded publishers of thirteen national magazines, which were sold for \$12.3 million); Clifford Electronics (a manufacturer of automotive after-market and original equipment manufacturer security systems and components, primarily for automobiles, with annual sales of \$40 million, which was sold for \$20 million); Chorus Line Corporation and California Fashions Industries (one of the largest apparel companies in the country with annual sales of \$500 million which engaged in a Chapter 11 liquidation); Avus (a distributor of computer systems with sales of in excess of \$100 million, which was sold); A.J. Markets (chain of supermarkets sold for \$5 million); Trancas Town (owner of 35 acres of raw developable land in Malibu,

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pg 2 of 3

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



RON BENDER PROFESSIONAL RESUME

continued from page 2

California that successfully reorganized); Association of Volleyball Professionals (professional beach volleyball league sold in Chapter 11); Louise's Trattoria (chain of 16 Italian food restaurants with \$30 million in annual revenue sold in Chapter 11 for \$7 million); Westward Ho Markets (a supermarket chain with \$50 million of annual revenue and \$20 million of debt which was restructured through a confirmed Chapter 11 reorganization plan); Special Effects Unlimited (one of the largest providers of special effects in the movie industry which was restructured through a confirmed Chapter 11 reorganization plan); Santa Barbara Aerospace (a heavy aircraft maintenance facility located at the former Norton Air Force base in San Bernardino, California, which was restructured and sold); Manchester Center (a 1.5 million square foot shopping center in Fresno, California which was sold for \$25 million); Marbella Golf and Country Club (a golf and country club located in San Juan Capistrano which successfully reorganized); Southwest Hospital (an acute care hospital located in Riverside which successfully reorganized); Servall Packaging Industries (a contract packaging company which was sold); Polaris Networks (a telecommunications networks and software company which successfully reorganized); and Prestige Products (a distributor of aftermarket automobile accessories which was sold). A sampling of Mr. Bender's representation of creditors' committees includes the representation of the creditors' committee in the Chapter 11 bankruptcy case of Trigem America (a wholly-owned subsidiary of one of the largest computer manufacturers in the world located in Korea whose case is currently pending) and Robinson Golf Holdings (the owner of a large golf resort development project). Mr. Bender has also represented numerous real estate related debtors in chapter 11. Mr. Bender also has extensive experience in the arena of assignments for the benefit of creditors.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

TIMOTHY YOO specializes in commercial litigation and bankruptcy and is known for resolving difficult issues with creativity and efficiency. He consistently earns the highest marks in peer surveys, including an AV rating by Martindale-Hubbell and being designated repeatedly as a "Super Lawyer." He received his undergraduate degree in business from University of Southern California with honors in 1987 and his law degree from Loyola Law School with full merit scholarship in 1991. He completed a one-year clerkship with the Honorable Lisa Hill Fenning, U.S. Bankruptcy Judge for the Central District of California. In March, 1998, he was appointed to the Panel of Chapter 7 Bankruptcy Trustees. He also acts in numerous cases as a Chapter 11 Trustee, Bankruptcy Ombudsman, Liquidating Trustee and Chief Restructuring Officer.



TIMOTHY YOO
ty@lnbyb.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

MARTIN J. BRILL. Mr. Brill has devoted his over 35 years of practice exclusively to bankruptcy, insolvency and business reorganizations, with particular emphasis on complex reorganizations of publicly-held companies in a wide range of industries. Mr. Brill's expertise in the interplay between bankruptcy and securities laws has led to the successful reorganization of numerous publicly-held corporations and privately-held corporations desiring to go public, including Prism Entertainment Corporation (involving a reverse merger of the publicly-held film producer, Prism, with a privately-owned video retailer), Geo Petroleum, Inc., (successful Chapter 11 of publicly-held oil and gas company), Video City, Inc., (successful Chapter 11 for video retailer with over 75 locations involving issuance of securities for debt), and American Blood Institute, Inc. (successfully raised over \$1.2 million through complex debtor financing, allowing company to emerge as publicly-held plasma company, SeraCare, Inc.). Mr. Brill also has represented debtors, creditors, trustees, plan proponents, asset purchasers and creditors committees in a wide variety of diverse chapter 11 reorganization cases. For example, Mr. Brill was lead counsel in representing the chapter 11 debtor in Gateway Computer Systems (a multi-store retailer of computers and related equipment), the chapter 11 debtor in Primedex Health Systems, Inc. (successful pre-packaged plan confirmed in less than 45 days for diagnostic imaging company), 360 Global Wine Company and 360 Viansa, LLC (publicly held holding company and its operating wholly-owned subsidiary in the winery business in Sonoma, California), Agua Dulce Vineyards, LLC (operating vineyard and winery in Los Angeles County), Copper King Mining Corporation and Western Utah Mining Company (public holding company and its wholly-owned operating subsidiary in the copper mining business), as well as the chapter 11 debtors in the hospital reorganization cases for Chino Valley Medical Center, Canyon Ridge Hospital, Lincoln Hospital Medical Center and the official creditors committees in Fields Aircraft Spares, Inc. (aircraft parts distributor), New Star Media, Inc. (publishing company), Henry Mayo Newhall Memorial Hospital (hospital), Daewoo Motor America, Inc. (Daewoo automobile distributor in the U.S.), Intercare Health Systems, Inc., Vista Hospital Systems, Inc. and Downey Regional Medical Center (hospitals), Ronco Corporation and Ronco Marketing Corporation (consumer products and marketing), and T-Asset

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pg 1 of 2



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MARTIN J. BRILL
PROFESSIONAL RESUME
continued from page 1

Acquisition Corporation and its related entities (the owner of the *Terminator* film franchise). In addition, Mr. Brill has also handled numerous out-of-court workouts and restructurings, including the successful out-of-court debt restructuring for Carolco Pictures, Inc. Mr. Brill was admitted to the California Bar in 1972. His educational background is as follows: University of California at Los Angeles (B.A., *cum laude*, 1969; J.D., 1972). Associate Editor U.C.L.A. Law Review, 1971-1972. Co-Author: "Collective Bargaining and Politics in Public Employment," 19 U.C.L.A. Law Review 887, 1972. He is a member of the State Bar of California and a member of the Beverly Hills, Century City, Los Angeles County (Member, Sections on: Commercial Law; Bankruptcy) and American Bar Associations. He is currently serving on the Executive Committee of the Bankruptcy Section of the Beverly Hills Bar Association (Chairman from 2002-2003) and served on the Board of Directors of the Los Angeles Bankruptcy Forum. He is a member of the Financial Lawyers Conference and has lectured to various trade groups and bar associations on bankruptcy and related topics.

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PROFESSIONAL RESUME

DAVID B. GOLUBCHIK, born Kiev, Ukraine, January 10, 1971; admitted to bar 1996, California. Education: University of California, Los Angeles (B.A. 1992), Pepperdine University School of Law (J.D., 1996). Vice Chairman, Moot Court Board; Vice Magistrate, Phi Delta Phi International Legal Fraternity; American Jurisprudence Award in Business Reorganization in Bankruptcy. In addition to the State Bar of California, admitted to the U.S. District Court, Central, Southern, Eastern and Northern Districts of California. Law Clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Court, Central District of California (1996-1997). Member, American, California and Los Angeles Bar Associations, American Bankruptcy Institute (Board of Advisors), Financial Lawyers Conference, Los Angeles Bankruptcy Forum and Beverly Hills Bar Association (Executive Committee). Practice emphasizes bankruptcy, corporate insolvency and creditors' rights. Language: Russian.

Articles written by David Golubchik include: "Representing Closely Held Corporations in Bankruptcy: The Ethical Dilemma," Commercial Lawyers' Association Conference, November 1999; "Bankruptcy Law – A Debtor's Press Release," National Law Journal, May 29, 2000; "Taking a Piece of the Action in Bankruptcy," Bay Area Bankruptcy Forum Conference, June 6, 2000; "Bankruptcy Law – Unwinding Settlements," National Law Journal, October 23, 2000; "Bankruptcy Law – Involuntary Proceedings," National Law Journal, February 2, 2004; "The Rights Of A Lessee In A Lessor's Bankruptcy: Section 365(h) Of The Bankruptcy Code," Los Angeles Country Bar Association, Real Estate Subsection, March 25, 2004; and "Defending Nondischargeability Actions in Bankruptcy," Public Counsel, 2002-2004; "Outlooks and Strategies For Distressed Commercial Real Estate Loans," Grubb and Ellis presentation, May 14, 2009; "Chapter 11 Focus: Small Business and Single Asset Real Estate Cases," Los Angeles Country Bar Association, Commercial Law and Bankruptcy Subsection, January 27, 2010.



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PROFESSIONAL RESUME

EDUCATION

University of Maryland (B.A., 1971)
University of Maryland School of Law (J.D., 1974)

BAR ADMISSIONS

Maryland, 1974
California, 1976

Gary E. Klausner joined LNBYB as a senior partner in May 2014, from a senior shareholder position at Stutman, Treister & Glatt P.C. Mr. Klausner has exclusively practiced in the field of corporate restructuring and bankruptcy since 1976.

Mr. Klausner represents Chapter 11 debtors, secured and unsecured creditors, creditors' committees, trustees and receivers, licensors and franchisors, purchasers of assets out of bankruptcy cases and parties involved in litigation and appeals in connection with bankruptcy cases. He has handled cases involving a broad range of businesses and industries including manufacturing, retail, real estate development, hospitality and restaurants, aerospace, entertainment, health care, financial institutions, and transportation.

Mr. Klausner also has expertise in Chapter 9 of the Bankruptcy Code, which is designed for the reorganization of municipalities. He currently chairs the American Bar Association's Chapter 9 Subcommittee.

Mr. Klausner's significant engagements as debtor's counsel include: Meruelo Maddux Properties, Inc. (Special Reorganization Counsel); Imperial Capital Bancorp, Inc.; Colorep, Inc.; International Union of Operating Engineers, Local 501, Mr. Gasket Co.; Prism Entertainment Corporation; Packaging Corporation of America; Super Shops, Inc.; Cannon Pictures; Maguire Thomas Partners, Fifth & Grand, Ltd.; ABC International Traders, Inc.; Maxicare and Watts Health Foundation, Inc., dba UHP Healthcare.

Mr. Klausner was the lead lawyer in the Chapter 9 case of Valley Health System, in which he successfully confirmed a Chapter 9 Plan of Adjustment.

Mr. Klausner has represented creditors' committees in cases such as Consolidated Freightways, New Meatco, Westward Ho Markets, Naki Electronics, Prime Matrix, The Movie Group, American Restaurant Group ("Black Angus"), and Solidus Networks, Inc. Mr. Klausner has also represented principals involved in significant chapter 11 cases, such as EZ Lube; Rachel Ashwell Design, Inc. ("Shabby Chic"); and Comic Book Movies LLC.

In addition to client matters, Mr. Klausner has been actively involved and has held prominent positions in local and national professional organizations and bar associations. Mr. Klausner is a member of the Board of Governors of the Financial Lawyers Conference and served as its President



GARY E. KLAUSNER
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Honors and Recognitions

Selected, Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004-12
Selected, Southern California's Best Lawyers in America, 2011-12

Publications/Press

"Section 1111(b) " Look Before You Leap," 2 Bankruptcy Study Group Journal 15 (1986)
"Chapter 11 'The Bank of Last Resort,'" The Business Lawyer, November, 1989; Vol. 45, No. 1
"The New Bankruptcy Rules," 4 Bankruptcy Study Group Journal 64 (1987).

Speaking Engagements

Panelist, "Bank Holding Company Bankruptcies," ABI Battleground West, 2012
Panelist, "Municipal Bankruptcies," ABI Battleground West, 2011
Panelist, "Municipal Bankruptcies," ABA Fall Meeting Business Law Section, 2010

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PROFESSIONAL RESUME, CONT...

from 1993 through 1994. He is a Board member of the Los Angeles Bankruptcy Forum (serving as its President in 2003-2004), a member of the American Bar Association, Section on Business Law, where he chaired a task force on The Economics of Chapter 11 Practice, chaired the Subcommittee on Bankruptcy Fraud, Crimes and Abuse of the Bankruptcy Process and currently chairs the Chapter 9 Subcommittee. He is a member of the Los Angeles County Bar Association, where he has served as a member of the Executive Committee of the Commercial Law and Bankruptcy Section as well as being Vice-Chair of the Section's Bankruptcy Committee.

In 2010, Mr. Klausner was elected as a Fellow of the American College of Bankruptcy, and in 2012, Mr. Klausner was recognized as "Bankruptcy Lawyer Of The Year" by the Century City Bar Association.

Mr. Klausner has also served as a Lawyer Representative to The Ninth Circuit Judicial Conference and currently chairs the United States District Court Standing Committee On Attorney Discipline.

Mr. Klausner speaks frequently on subjects involving bankruptcy and commercial law and has published numerous articles on bankruptcy-related topics.

He is a member of the bar of the states of California and Maryland, and is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the Ninth Circuit, and the United States District and Bankruptcy Courts for the Central District of California.

Mr. Klausner received his J.D., with honors, from the University of Maryland School of Law in 1974, where he served on the editorial staff of the University of Maryland Law Review from 1972-3. He received his B.A. from the University of Maryland in 1971.

PROFESSIONAL AFFILIATIONS

Financial Lawyers Conference (President, 1993 -1994; Member of the Board of Governors)
Los Angeles Bankruptcy Forum (President in 2003-2004)
American Bar Association (Section on Business Law, Chair of the Subcommittee on Bankruptcy Crimes, Fraud and Abuse, 2005)
Ninth Circuit Judicial Conference (2007-2009)
United States District Court, Central District, Standing Committee on Attorney Discipline, Chair 2011-Present
American Bar Association Section on Business Law, Chair of the Subcommittee on Chapter 9, 2011-Present
Honors and Recognitions
Selected, Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004-12
Selected, Southern California's Best Lawyers in America, 2011-12

KEY REPRESENTATIONS

Debtor Representations

Colorep, Inc.
International Union of Operating Engineers, Local 501
St. Tropez Capital, Inc.
Mr. Gasket Co.
Prism Entertainment Corporation
Packaging Corporation of America
Super Shops, Inc.
Maguire Thomas Partners, Fifth & Grand, Ltd.
ABC International Traders, Inc.
Maxicare, HMO
Watts Health Foundation, Inc., dba UHP Healthcare, HMO
Valley Health System, Healthcare District
Imperial Capital Bancorp, Inc.
Mereulo Maddux Properties, Inc

Committee Representations

New Meatco
Consolidated Freightway
Westward Ho Markets
Naki Electronics
Prime Matrix
Stan Lee Media
American Restaurant Group, Inc

Significant Creditor/Party In Interest Representations

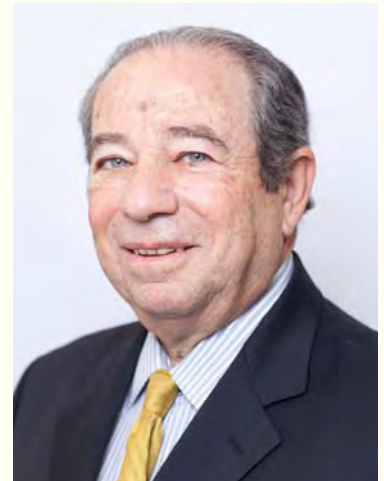
Cannon Pictures, Inc.
Georgia Pacific Corporation
Cal Worthington
Columbia Tristar
Fox Family Worldwide
MCI Telecommunications Corporation
Paramount Pictures
Saban Entertainment
Sony Pictures, Inc.
The Walt Disney Company
Victor Valley Community Hospital
Rachel Ashwell Design, Inc
EZ Lube, Inc

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PROFESSIONAL RESUME

EDWARD M. WOLKOWITZ has focused on the areas of insolvency and commercial law during more than 30 years of practice. He has represented debtors, creditors, trustees, receivers and creditors committees in a wide variety of cases. He also serves as a chapter 11 and chapter 7 panel trustee in the Central District of California and as a receiver for the Los Angeles Superior Court. He has extensive experience in representing various interests in complex reorganization cases in a number of different and diverse industries and has also operated a number of businesses as a trustee and receiver. He has been involved in a number of cases that have made new law or clarified existing law in the Ninth Circuit, including: Wolkowitz v. FDIC, 527 F. 3d 959 (9th Cir. 2008); Wolkowitz v. Beverly, 551 F. 3d 1092 (9th Cir. 2008); In re Sylmar Plaza, LP, 314 F.3d 1070 (9th Cir. 2002); Wolkowitz v. American Research Corporation, 131 F.3d 788 (9th Cir. 1999); In re Moses, 167 F.3d 470 (9th Cir. 1999); Wolkowitz v. Shearson Lehman Bros., 136 F.3d 655, cert. denied, 525 U.S. 826 (1998); In re Cheng, 943 F.2d 1114 (9th Cir. 1991); In re Qintex Entertainment, 950 F.2d 1492 (9th Cir. 1991); In re WLB_RSK Venture, 296 B.R. 509 (Bankr. C.D. Cal. 2003).



**EDWARD M.
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Mr. Wolkowitz was on the faculty of Southwestern University Law School from 1978 to 1994, rejoining the faculty in 2001, teaching courses in bankruptcy, commercial transactions and business reorganization. He has also lectured extensively for the California Continuing Education of the Bar, and as a panelist in programs sponsored by the American Bankruptcy Institute, the Los Angeles Bankruptcy Forum, and the Beverly Hills Bar Association. Between 1994 and 2002, he served as a member of the City Council of Culver City, California, including two one-year terms as Mayor of Culver City.

Mr. Wolkowitz was admitted to the California Bar in 1976. His educational background is as follows: California State University, Northridge, (B.A., 1971); Southwestern University Law School (J.D., *cum laude*, 1975); The University of Michigan Law School (LL.M., 1976). His publications include: "Debtors Have New Weapons Against Involuntary Bankruptcy," *Journal of Corporate Renewal* 12 (December 2007); "Bankruptcy and Family

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pg 1 of 2

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EDWARD M. WOLKOWITZ
PROFESSIONAL RESUME

continued from page 1

Law: A Marriage of Irreconcilable Differences", 24 *B.H. Bar J.* 83 (1990); "Insolvency and Bankruptcy," (Chapter 7) *California Family Law Service, Bancroft-Whitney* (1986); "Legislative Analysis--Land Use Proposals", 8 *Southwestern University Law Review* 216 (1976); "Land Use Controls: Is there a Place For Everything", 6 *Sw.U.L.Rev.* 607 (1974). He is a member of the State Bar of California, the American Bar Association, Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the Financial Lawyers Conference and the National Association of Bankruptcy Trustees. He has served as President and Vice President of the Los Angeles Bankruptcy Forum; the Editorial Board of the *California Bankruptcy Journal*; and, the Executive Committee of the Board of Governors of the Financial Lawyers Conference.

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PROFESSIONAL RESUME

BETH ANN R. YOUNG, born Santa Monica, California, June 30, 1964; admitted to bar December, 1989, California. Admitted to the United States District Court, Central, Eastern, Northern and Southern Districts of California and the United States Court of Appeals for the Ninth Circuit. Education: University of California at Los Angeles (B.A., 1986); Loyola Law School (J.D., 1989). Member: California Bar Association, American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Financial Lawyers' Conference and Los Angeles Bankruptcy Forum. Reported Decisions include: San Paolo U.S. Holding Company v. 816 South Figueroa Company (1998) 62 Cal. App. 4th 1010, 1026; and Ziello v. First Federal Bank (1995) 36 Cal. App. 4th 321, 42 Cal. Rptr. 2d 251. Presenter: "Domestic Partnerships in California: Important New Rules Affecting Creditors," October, 2004.



**BETH ANN R.
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PROFESSIONAL RESUME

MONICA YOUNG KIM was admitted to the California Bar in 1995, after graduating from the University of California at Berkeley (B.A., 1991) and Hastings College of the Law (J.D., 1995). She was a Law Clerk to the Honorable Jane Dickson McKeag, U.S. Bankruptcy Judge, Eastern District of California, 1995-96. Ms. Kim has worked solely in the areas of bankruptcy, insolvency and business reorganization, and commercial and real estate transactions, representing debtors, creditors' committees, creditors, sellers, and purchasers. She joined Levene, Neale, Bender, Yoo & Brill L.L.P. in 1996, and became a partner in 2004.

Ms. Kim is also involved in out-of-court restructuring transactions, including assignments for creditors, representing sellers/assignors, assignees and buyers. Her experience has included representation in retail, healthcare, entertainment, manufacturing, real estate, service and technology. She has been named to the "Rising Star" listing of Southern California attorneys each year since 2005, in annual surveys of her peers. Ms. Kim is a member of the American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Women Lawyers Association of Los Angeles, and the Korean American Bar Association, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



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PROFESSIONAL RESUME

PHILIP A. GASTEIER'S more than 30 years of practice has included a broad range of bankruptcy and insolvency representation, including Chapter 11 debtors, trustees in Chapter 7 and Chapter 11 cases, creditors, committees, buyers, landlords and parties to executory contracts, with particular emphasis on complex reorganizations and structuring transactions.

In his first decade of practice in Philadelphia, Mr. Gasteier successfully represented landlords and purchasers of leasehold interests in large cases such as Food Fair and Lionel, and participated in preparation of materials for presentation to Congress in connection with hearings leading to the Shopping Center Amendments to the Bankruptcy Code in 1984. He counseled extensively in connection with insolvency and bankruptcy aspects of commercial leases for shopping centers and retail chains, and authored "Shopping Centers As Utilities Under the Bankruptcy Code," *Shopping Center Legal Update*, Summer, 1983. Mr. Gasteier also provided insolvency counseling in connection with bond and other securities transactions. Mr. Gasteier was involved in representation of creditor or equity committees in matters including Franklin Computer, Manson-Billard Industries and Monroe Well Service, Inc. Debtor representation included Motor Freight Express, a multi-state motor carrier, and Dublin Properties.

Mr. Gasteier's practice in Los Angeles has included entertainment and other intellectual property matters, such as Fries Entertainment, Inc., Qintex Entertainment, Inc., and Hal Roach Studios, Inc. where he was primarily responsible for structuring and confirming chapter 11 plans, as well as representation of Carolco Pictures, Inc. and Paramount Studios. He has provided specialized insolvency counseling and litigation support in connection with numerous transactions, licenses and other entertainment contracts. Mr. Gasteier argued In re: Qintex Entertainment, Inc., 950 F.2d 1492 (9th Cir. 1991) to the Ninth Circuit U.S. Court of Appeals, a principal case establishing the executory contract analysis applicable to copyright licenses, and determining that participation rights constitute unsecured claims. Other debtor representation has included Currie Technologies Inc.; Wavien, Inc.; Ocean Trails L.P.; Superior Fast Freight, Inc.; and B.U.M.



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pg 1 of 2

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PHILIP A. GASTEIER
PROFESSIONAL RESUME

continued from page 1

International, Inc. Mr. Gasteier has been involved in creditor committee representation in cases such as House of Fabrics, California Pacific Funding, Ltd., Condor Systems, Inc. and Chase Technologies, Inc.

Mr. Gasteier is a graduate of the Law School of the University of Pennsylvania (J.D. 1977) and the Ohio State University (B.A. 1974). He was admitted to the Pennsylvania Bar in 1977 and to the California Bar in 1987. He is also a member of the bar of the United States District Court, Central, Eastern and Northern Districts of California; the U.S. District Court, Eastern District Court of Pennsylvania, and the Ninth and Third Circuit Courts of Appeals. He is a member of the American Bankruptcy Institute, the American Bar Association, the State Bar of California, the Century City Bar Association, the Financial Lawyers Conference and the Los Angeles County Bar Association, where he served as a member of the Bankruptcy Sub-Committee of the Section on Commercial Law and Bankruptcy from (1990-1992). He has been active in civic affairs, and is a past President (2008-2009), Vice President (2006-2008) and Board Member (2004-2009) of the Greater Griffith Park Neighborhood Council, an official body of the City of Los Angeles.

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PROFESSIONAL RESUME

DANIEL H. REISS, a partner at Levene, Neale, Bender, Yoo & Brill L.L.P. ("LNBYB"), has specialized in the area of bankruptcy and insolvency for over two decades. Before entering the legal field, Mr. Reiss started his professional career at KPMG (then Peat, Marwick and Mitchell) and became a Certified Public Accountant specializing in tax structuring in mid-market and entrepreneurial businesses. Mr. Reiss graduated from California State University, Northridge, summa cum laude, B.S., Business Administration in 1984. Mr. Reiss's business education and background is of significant importance in dealing with the complex financial issues facing distressed business situations.

Armed with practical business knowledge, Mr. Reiss decided to pursue a career in law and graduated in 1990 from Loyola University Law School where he was a staff writer and notes editor of the Law Review, president of Phi Delta Phi legal honor fraternity, and was a member of the St. Thomas More Honor Society.

Mr. Reiss joined LNBYB in November 2000. Mr. Reiss is a member of the executive committee of the Bankruptcy Section of the Beverly Hills Bar Association, and is a member of the Los Angeles Bankruptcy Forum, Financial Lawyers Conference and the Los Angeles County Bar Association. He was honored in as a "Super Lawyer" 2006, 2007, and 2010 "Super Lawyer" in a region-wide survey, an honor bestowed on only 5% of Southern California attorneys.

Mr. Reiss's bankruptcy experience extends to cases and distressed situations involving public utilities, healthcare, retail, aviation, hospitality, real estate, bio-tech and general manufacturing. Mr. Reiss regularly represents debtors, creditor committees, secured creditors, bankruptcy trustees and buyers of distressed assets and companies. Mr. Reiss is a frequent speaker before trade and legal groups, and is a nationally published author on bankruptcy issues.



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pg 1 of 2

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DANIEL H. REISS
PROFESSIONAL RESUME
continued from page 1

Mr. Reiss's published articles include:

"Bankruptcy Battlegrounds in Franchising", Franchise Law Insider, 3rd Quarter 2005

"Assignment of Leases", National Law Journal, Winter 2006

"Travelers Cas.' Part II", National Law Journal, Winter 2007.

"Single-Asset Real Estate", National Law Journal, Summer 2008.

"D&O Moves to the Forefront in Bankruptcy Cases", National Law Journal, Summer 2009.

"Protecting Interests in the Event of Tenant Bankruptcies", National Law Journal, Spring 2010.

Mr. Reiss's speaking engagements include:

"Franchise Issues in Bankruptcy", Spring, 2004, Franchise Business Network.

"Hostile Takeovers in Bankruptcy Cases", Credit Managers Association.

"Bankruptcy Battlegrounds in Franchising", Fall, 2009, Southern California Franchise Business Network.

"Directors and Officers Litigation in Bankruptcy", Spring, 2008, Turnaround Management Association and Beverly Hills Bar Association.

"Healthcare Business Bankruptcies", Spring 2009, Los Angeles County Bar Association, Healthcare Law and Commercial Law And Bankruptcy Sections

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PROFESSIONAL RESUME

TODD A. FREALY, a partner of the firm, represents Chapter 7 trustees throughout Southern California in all aspects of case administration and litigation. Mr. Frealy also represents banks, landlords and other creditors in contested Chapter 11 cases and adversary proceedings. Mr. Frealy is a graduate of Southwestern University School of Law (J.D. 1998) and the University of California, Los Angeles (B.A. 1995). During law school he was an extern to the Honorable Mitchel R. Goldberg and Honorable Arthur M. Greenwald, U.S. Bankruptcy Judges for the Central District of California. After law school, he clerked for the Honorable David N. Naugle, U.S. Bankruptcy Judge, Central District of California, Riverside Division (1998-2000). Mr. Frealy is a member of the Board of Directors for the Inland Empire Bankruptcy Forum and was formerly a member of the Southwestern University School of Law Alumni Board of Directors (September 2006 to June 2009). He is also a member of the Los Angeles County Bar Association and the Los Angeles Bankruptcy Forum. In 2009 and 2010, Mr. Frealy was recognized as a "Rising Star" by *Super Lawyers* magazine. He was admitted to the California Bar in 1998, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



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Articles written by Mr. Frealy include: "Dazed and Confused", *California Bankruptcy Court Reporter*, Vol. 4, No. 3, March 2000 (Dischargeability of student loans and the "undue hardship test"); "Finding the Key", *California Bankruptcy Court Reporter*, Vol. 4, No. 6, June 2000 (How to Setoff Mutual Debts in Bankruptcy). In February 2010, Mr. Frealy appeared as a speaker at Southwestern Law Review's symposium on "Bankruptcy in the New Millenium".

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PROFESSIONAL RESUME

IRV M. GROSS has practiced law in California for over 30 years. After graduating from the University of California at Los Angeles in 1968 (B.A., *Cum Laude*), Mr. Gross attended law school at Boalt Hall, University of California at Berkeley (J.D., 1972). After graduation from law school, Mr. Gross served as the law clerk for the Hon. Robert Firth, Judge of the United States District Court for the Central District of California. Following his clerkship, Mr. Gross joined the Los Angeles law firm of Simon & Sheridan, a firm prominent for its expertise in federal litigation. After becoming a partner at Simon & Sheridan, Mr. Gross joined Robinson, Wolas & Diamant, a highly regarded Los Angeles law firm specializing in insolvency and creditors' rights, and eventually became the head of the firm's litigation department. Mr. Gross' litigation practice has always been broad-based: he has represented individuals and major corporate clients, including McKesson Corp., Chicago Title Insurance Company, 20th Century Fox Corp., Interstate Bakeries Corp., Nutro Products, Inc. and Allstate Financial, in business, commercial, real estate and employment litigation, including jury and non-jury trials. These include a successful eight-week jury trial in the Los Angeles Superior Court representing former bank directors sued for breach of fiduciary duty, and a successful two-week jury trial in the United States District Court defending a Fortune 100 company in a wrongful termination case. A significant part of Mr. Gross' practice involves the representation of bankruptcy trustees, chapter 11 debtors, and creditor committees and individual creditors in insolvency litigation, such as Mr. Gasket (public company in the automotive parts industry), Qintex Entertainment, Inc. (public company in the entertainment industry) and Condor Systems, Inc. (public company in the defense industry). Mr. Gross has also represented the prevailing parties in appeals in both state and federal courts. His published decisions include In re Rossi, 86 B.R. 220 (9th Cir. BAP 1988); First Pacific Bancorp, Inc. v. Bro, 847 F.2d 542 (9th Cir. 1988); In re Qintex Entertainment, Inc., 950 F.2d 1492 (9th Cir. 1991); Bergman v. Rifkind & Sterling, Inc., (1991) 227 Cal.App.3d 1380; In re Qintex Entertainment, Inc., 8 F.3d 1353 (9th Cir. 1993); In re Advent Management Corp., 178 B.R. 480 (9th Cir. BAP 1995); American Sports Radio Network, Inc., et al. v. Krause, 546 F.3d 1070 (9th Cir. 2008). Mr. Gross is a member of the Litigation and Prejudgment Remedies sections of the Los Angeles County Bar Association, and the Litigation section of the American Bar Association. Mr. Gross has also served as a judge pro tem of the Los Angeles Superior Court.



IRV M. GROSS

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PROFESSIONAL RESUME

JACQUELINE L. RODRIGUEZ-JAMES is a partner at Levene, Neale, Bender, Yoo & Brill L.L.P., where she specializes in representing debtors and creditors in Chapter 11 bankruptcy cases and out-of-court restructurings as well as plaintiffs and defendants in business and bankruptcy litigation. A graduate of Loyola Marymount University, with an undergraduate degree in International Business, and the University of Southern California School of Law, Ms. James was an extern to the Honorable John Ryan of the United States Bankruptcy Court and the Bankruptcy Appellate Panel in 1997. She was admitted to the California Bar in 1998, and joined the firm in 2001. Her experience includes a wide range of industries, including but not limited to, entertainment, restaurants, retail, general manufacturing, construction, equipment rental, security, banking and health care. Her casework includes FAO Schwarz, the Walking Company, Britches of Georgetown, Inc., Stan Lee Media, Franchise Pictures, Les Deux Cafes, LLC, Fatburger Restaurants, Alliant Protection Services, Inc., Pleasant Care Corporation, and Westcliff Medical Laboratories, Inc. She has also represented several high profile clients in individual bankruptcy cases and out-of-court restructurings. The published author of several legal articles, Ms. James is a member of the American Bankruptcy Institute, the Financial Lawyers Conference, the National Association of Trial Attorneys and several bar associations. She has been voted a "Rising Star" in a poll of her peers in Southern California each year since 2006. She is fluent in Spanish and conversational in French.



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PROFESSIONAL RESUME

JULIET Y. OH is a partner at Levene, Neale, Bender, Yoo & Brill L.L.P. representing individuals and corporations in Chapter 11 bankruptcy cases, out-of-court restructuring proceedings and bankruptcy litigation proceedings. She has been voted a "Rising Star" in a poll of her peers in Southern California each year since 2006. Ms. Oh has recently represented Chapter 11 debtors Franchise Pictures LLC, *et al.*, Fatburger Restaurants, Shoe Pavilion, Central Metal, Inc., Bodies In Motion, Inc., and the Official Committee of Unsecured Creditors of Halcyon Holding Group. Prior to joining the firm in 2003, Ms. Oh specialized in the representation of individuals in Chapter 7 and Chapter 13 cases and worked as an extern with the Office of the U.S. Trustee, Central District of California. Ms. Oh is a graduate of Stanford University and obtained her law degree from University of California Los Angeles. She was admitted to the California Bar in 2000, is a member of the Korean American Bar Association, California Bankruptcy Forum and Los Angeles Bankruptcy Forum.



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PROFESSIONAL RESUME

TODD M. ARNOLD has been with LNBY&B since 2003. Mr. Arnold specializes in corporate and high net worth individual reorganizations and bankruptcy litigation. Mr. Arnold has served as counsel in several major reorganization cases and in hundreds of avoidance actions. Mr. Arnold joined LNBRB after serving as an extern and a law clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Judge. He has been voted a "Rising Star" in a poll of his peers in Southern California each year since 2006. A native of Sacramento, Mr. Arnold graduated from the University of California, Los Angeles with a B.A. in English and Loyola Law School, Los Angeles, *cum laude*, with a Juris Doctor degree and as a member of the Order of the Coif.



TODD M. ARNOLD

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ANTHONY A. FRIEDMAN specializes in the representation of debtors in reorganizations and liquidations and Chapter 7 and Chapter 11 Trustees, bankruptcy litigation, State Court litigation, and creditors committees. Mr. Friedman is admitted to practice before all the Courts of the State of California, the United States District Court, Central, Eastern, Northern and Southern Districts, the Ninth Circuit Court of Appeals and the United States Supreme Court. Mr. Friedman received his Juris Doctor degree from the University of La Verne School of Law in 1999 and his Bachelor of Arts degree from the University of California at San Diego in 1992. Prior to joining Levene Neale Bender Yoo & Brill LLP, Mr. Friedman was a judicial extern for the Honorable Kathleen Thompson, United States Bankruptcy Judge, Central District of California, an associate at Weinstein, Eisen & Levine, an associate at Weintraub & Aver, LLP, and most recently at Moldo Davidson Fraioli Seror & Sestanovich LLP. Mr. Friedman is a member of the American Bankruptcy Institute, the Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the California Bankruptcy Forum, the Financial Lawyer's Conference, the Commercial Law League of America, the Beverly Hills Bar Association and the San Fernando Valley Bar Association. Mr. Friedman is also a volunteer in the Public Counsel Law Center Bankruptcy pro bono project.



**ANTHONY A.
FRIEDMAN**

aaf@lnbyb.com

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PROFESSIONAL RESUME

KURT RAMLO, a Los Angeles native, provides restructuring advice to business organizations facing financial distress. His practice includes guiding organizations through out-of-court and chapter 11 reorganizations, as well as related transactions and litigation. He routinely provides advice on structuring cutting-edge transactions on behalf of public and private debtors, foreign representatives, receivers, shareholders, plan sponsors, third-party acquirers, secured and unsecured creditors, creditors' committees and post-petition lenders, as well as other restructuring professionals. A former Assistant United States Attorney, Mr. Ramlo also has extensive trial and commercial litigation experience in bankruptcy and federal district courts. His representative chapter 11 matters include advising the debtors in NexPrise, Inc.; Hingham Campus; Minor Family Hotels; Delphi Corporation; Refco; Blue Bird Body Company (prepackaged plan); Friedman's Jewelers; First Virtual Communications; Kmart Corporation; ZiLOG, Inc. (prepackaged plan); Stone & Webster; Wilshire Center Marketplace (Ambassador Hotel); Washington Group; and Furr's Supermarkets; the foreign representatives in Flightlease Holdings and SunCal; the receiver in private equity management group; equity stockholders or plan sponsors in Charter Communications; Crescent Jewelers; Oregon Arena Corporation; Old UGC; and Clift Holdings (The Clift Hotel); asset purchasers and bidders in Medical Capital Holdings; Variety Arts Theatre; Chef Solutions Holdings; People's Choice Financial Corporation; Sun World; The Walking Company; Centis; and iSyndicate; estate professionals in General Growth Properties and Leap Wireless; and creditors in Cocopah Nurseries; One Pelican Hill North, L.P.; McMonigle Residential Group; Contessa Premium Foods; LBREP/L-Lehman SunCal Master I, LLC; Phoenix Coyotes; GTS 900 F (Concerto); Cupertino Square; American Home Mortgage; Trump Casinos; Consolidated Freightways; Loral Space & Communications; Leap Wireless; DirecTV Latin American; Northwestern Corporation; Airwalk; Centis; Regal Cinemas; eToys; Excite/At Home Corporation; Paracelsus Healthcare; and the creditors' committee in Hamakua Sugar Company. Litigation matters include CanAm Capital Holdings (Ponzi scheme fraudulent transfer action); Lyondell Chemical (New York LBO fraudulent transfer action); Linens N Things (preference); patent holder (obtaining stay pending appeal of \$112 million judgment); S&W Bach (New York fraudulent transfer action); One Pelican Hill North (California lender liability); Lost Lakes (Washington lender liability); satellite dish provider (piracy and dischargeability); Prium (lender liability); Spansion, Inc. (transfer pricing dispute); Delphi (Michigan state tax litigation; vendor litigation); Refco (Swiss securities litigation); Old UGC (\$3.7 billion breach of merger action); Airwalk (debt recharacterization trial);



KURT RAMLO
kr@lnbyb.com

continued...

pg 1 of 2

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PROFESSIONAL RESUME continued...

various action representing the United States (Medicare fraud and dischargeability; surety bond enforcement; loan and guaranty enforcement; wrongful foreclosure litigation; enforcement of criminal fines and restitution orders). Published decisions issued in matters litigated by Mr. Ramlo include United States Pac. Ins. Co. v. United States Dep't of Interior, 70 F. Supp. 2d 1089 (C.D. Cal. 1999); Secretary of HUD v. Sky Meadow Assoc., 117 F. Supp. 2d 970 (C.D. Cal. 2000); Yunis v. United States, 118 F. Supp. 2d 1024 (C.D. Cal. 2000); and United States Dep't of Educ. v. Wallace (In re Wallace), 259 B.R. 170 (C.D. Cal. 2000).

He is a co-author of "American Bankruptcy Reform and Creativity Prompt the In re Blue Bird Body Company One-Day Prepackaged Plan of Reorganization," International Corporate Rescue, Kluwer Law International (London) (December 2006), included in Expedited Debt Restructuring: An International Comparative Analysis, Rodrigo Olivares-Caminal ed., Kluwer Law International (The Netherlands) (2007). In 1993, Mr. Ramlo obtained his law degree from the University of California, Davis and in 1990 a Bachelor of Music degree, with a concentration on music performance on bassoon, from California State University, Northridge.



KURT RAMLO
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PROFESSIONAL RESUME

EVE H. KARASIK is a business restructuring and bankruptcy attorney who focuses her practice on the representation of business entities in a variety of industries. In addition to representing corporate debtors, Ms. Karasik has represented creditors' committees, equity committees, post-confirmation liquidating trusts and Bankruptcy Code section 524(g) trusts, and significant creditors and litigation parties in cases pending around the country. She began her legal career at Stutman, Treister & Glatt P.C., a nationally-recognized bankruptcy boutique where she practiced until May 1, 2014 when the firm had to close its doors. She spent one year thereafter managing the Los Angeles office of Gordon Silver, a multi-practice firm with primary offices in Nevada.

Ms. Karasik has a breadth of experience representing entities in wide variety of industries, with significant expertise in gaming, retail, and the food and beverage industry, among others. Some of her Debtor representations of note include: Imperial Capital Bancorp, Inc. (San Diego, CA, *Bank Holding Company*), Utah 7000, LLC, et al (Salt Lake City, UT, *Luxury Real Estate Development*), Resort at Summerlin, et al (Las Vegas Nevada, *Gaming*); Gold River Hotel & Casino, et al (Las Vegas, Nevada, *Gaming*), Falcon Products, Inc., et al (St. Louis, MO, *Furniture Manufacturer*), Clark Retail Group, et al (Chicago, IL, *Gas Station and Convenience Stores*), MJ Research, Inc. (Reno, NV, *Bio Tech*), Cell Pro, (Seattle, Washington, *Bio Tech*); and U.S. Aggregates, Inc., et al (Reno, NV, *Mining*). Her creditor and equity committee representations include Circus and Eldorado Joint Venture, et al. (Reno, NV, *Gaming*), Riviera Holdings Corporation, et al. (Las Vegas, NV, *Gaming*), Eurofresh, Inc., et al (Phoenix, AZ, *Food Producer and Distributer*), USA Capital First Trust Deed Fund (Las Vegas, NV, *Real Estate Investment Fund*), Aladdin Gaming, Inc. (Las Vegas, NV, *Gaming*), New Meatco Provisions, LLC. (Los Angeles, CA, *Protein Distribution*) and Amerco (Reno, NV, *Retail/Trucking*).

Ms. Karasik has also served as counsel to the Trustee in the Securities Investor Protection Corporation liquidation proceeding of W.S. Clearing, Inc. (Los Angeles, CA, *Securities Clearinghouse*), counsel to the Examiner in the Fontainebleau Las Vegas Holdings, LLC., et al. (Miami, FL, *Gaming*), and counsel to the J.T. Thorpe Settlement Trust, the Thorpe Insulation Company Settlement Trust, Plant Insulation Settlement Trust, and the Western Asbestos Settlement Trust (Reno, NV, *Section 524(g) Bankruptcy Trusts*).

Ms. Karasik has received several awards in her field, including the Century City Bar Association Bankruptcy Attorney of the Year for 2015, and the Turnaround Managers Association "2007 Large Company Transaction of the Year" award for her work on the U.S.A. Commercial Mortgage Company Chapter 11 Cases. She is also been named as a Southern California States Super Lawyers®, 2012-2015 for Bankruptcy & Creditor/Debtor Rights; Best Lawyers in America®, Bankruptcy and Creditor-Debtor Rights Law – 2007-2015; and AV/Preeminent Attorney® as rated by Martindale-Hubbell®, 5.0 out of 5.0.



EVE H. KARASIK

ehk@lnbyb.com

Ms. Karasik is active in various organizations, including:

- American Bankruptcy Institute: Board of Directors (2015); Bankruptcy Battle-ground West Conference, Co-Chair, 2012-2015; Ethics and Compensation Subcommittee, Education Director, 2014-15, Newsletter Editor, 2012-2014
- Los Angeles Bankruptcy Forum, Board Member 2014-2015, Membership Committee
- State Bar of California, Business Law Section, Member
- State Bar of California, Insolvency Law Committee, Member, 2005-2006
- LA County Bar Association, Commercial Law and Bankruptcy Section, Member
- International Women's Insolvency and Restructuring Confederation (IWIRC), Member
- Women Lawyers Association of Los Angeles, Former Executive Committee Member
- Turnaround Managers Association ("TMA") Awards Committee, Member, 2009-2011
- TMA Distressed Investing Conference Planning Committee, Member, 2013-2014

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PROFESSIONAL RESUME, CONT...

Ms. Karasik has appeared as a speaker on the following topics before the following organizations:

- American Bankruptcy Institute, Spring Meeting 2015: Trustee Selection in Commercial Bankruptcy Cases
- Los Angeles Bankruptcy Forum: LLCs in Bankruptcy: Tricks and Traps (or Points of Leverage and Lurking Dangers), April 20, 2015
- American Bankruptcy Institute, Spring Meeting 2014: The Ever-Changing Roles of Committees
- American Bankruptcy Institute, Webinar July 15, 2013: The Section 1111(b) Election, Plan Feasibility and Cramdown Issues
- American Bankruptcy Institute, Spring Meeting 2013: The Section 1111(b) Election, Plan Feasibility and Cramdown Issues
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2011: Great Debates – Third Party Injunctions in Chapter 11 Plans
- American Bankruptcy Institute, Spring Meeting 2011: Ethics and Professional Compensation: Actions to Avoid and Recover Fees
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2009: Great Debates – Administration of Administratively Insolvent Estate for the Benefit of a Secured Creditor
- American Bankruptcy Institute, Spring Meeting 2009: Great Debates – Sale of Assets Free and Clear of Liens Over the Objection of the Secured Creditor
- CRG Winter Conference, 2009: Panel Discussion – Guide for Operating in the Zone of Insolvency
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2008: Claims Trading, Fiduciary Duties and Other Pesky Committee Issues
- American Bankruptcy Institute, Winter Leadership Meeting, 2006: Fibermark – New Duties and Beyond – Ethical Problems of Committee Membership and Representation in a Hedge Fund World
- American Bankruptcy Institute, Spring Meeting 2004: Successor Liability Revisited – Recent Developments and Trends

Ms. Karasik received her B.A., with High Honors in History, from the University of California, Berkeley in 1984, and her J.D. from the University of Southern California Law School (Gould School of Law), Order of the Coif, 1991. She was admitted to the California Bar in 1991. She was admitted to the Ninth Circuit Court of Appeals in 1991, the United States District Court for the Central and Northern Districts of California in 1991 and 1992, and the Southern and Eastern Districts of California in 1994. She has also practiced extensively in Federal Courts throughout the country including in Nevada, Arizona, Utah, Delaware, Washington, Illinois, Missouri, Arizona and Florida.

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PROFESSIONAL RESUME

CARMELA T. PAGAY, a partner at LNBY&B, specializes in representation of debtors in reorganizations and liquidations, creditor committees, and Chapter 7 and Chapter 11 trustees, and bankruptcy litigation. Ms. Pagay received her Bachelor of Arts Degree in Political Science from the University of California, Los Angeles in 1994, and her Juris Doctor from Loyola Law School, Los Angeles in 1997, where she was Senior Production Editor of the Loyola of Los Angeles International and Comparative Law Journal. Ms. Pagay is admitted to practice before the United States District Court, Central, Eastern, Northern, and Southern Districts, the Ninth Circuit Court of Appeals, and the United States Supreme Court. She is currently a member of the Beverly Hills Bar Association, Bankruptcy Section Executive Committee, the Los Angeles County Bar Association, and the Women Lawyers Association of Los Angeles, and is also an editorial board member of the *Los Angeles Lawyer* magazine.



**CARMELA T.
PAGAY**

ctp@lnbyb.com

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PROFESSIONAL RESUME

JOHN-PATRICK M. FRITZ joined LNBYB as an associate in 2009. Prior to joining the firm, Mr. Fritz served for two years as law clerk to the Honorable Maureen A. Tighe, United States Bankruptcy Judge for the Central District of California. Mr. Fritz graduated *magna cum laude* from Southwestern Law School as a Law Review Editor and Moot Court oralist. He received his undergraduate degree *cum laude* with thesis honors from Tufts University. Mr. Fritz focuses his practice on corporate bankruptcy and restructuring. He is a member of the Financial Lawyers Conference and the Japan America Society. Mr. Fritz worked for two years in government and law offices in Japan and is proficient in reading, writing, and speaking Japanese.



**JOHN-PATRICK
M. FRITZ**

jpf@lnbyb.com

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PROFESSIONAL RESUME

KRIKOR J. MESHEFEJIAN represents clients in business reorganization and related litigation matters. He has assisted clients such as single asset real estate debtors, multi-million dollar enterprises, small businesses and individuals in successfully and efficiently navigating the reorganization process.

Prior to joining the firm in 2008, Mr. Meshefejian clerked for the Honorable Geraldine Mund and the Honorable Victoria S. Kaufman, United States Bankruptcy Judges. Mr. Meshefejian obtained his J.D. in 2007, *magna cum laude*, from the University of Illinois College of Law, where he served as senior editor for the Illinois Business Law Journal and received the Rickert Award for excellence in legal writing. He is a member of the State Bar of California and the American Bankruptcy Institute.



**KRIKOR J.
MESHEFEJIAN**
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PROFESSIONAL RESUME

LINDSEY L. SMITH joined LNBYB as an associate in February 2010. Ms. Smith obtained her law degree cum laude from Loyola Law School, where she was a member of the Alpha Sigma Nu and the St. Thomas More Honor Society, and recipient of the First Honors Award in Election Law. Ms. Smith obtained a B.A. in political science with an emphasis in American Politics from Boston University. Ms. Smith is a member of the Beverly Hills Bar Association.



LINDSEY L. SMITH

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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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PROFESSIONAL RESUME

JEFFREY S. KWONG joined LNBYB as an associate in 2014. Prior to joining the firm, Mr. Kwong served for two years as law clerk to the Honorable Deborah J. Saltzman, United States Bankruptcy Judge for the Central District of California. Mr. Kwong obtained his J.D. in 2012 from the University of California, Berkeley, Boalt Hall School of Law, where he served as an editor for the Berkeley Journal of International Law and a Senior Articles Editor for the Asian American Law Journal. He received his undergraduate degree, summa cum laude, from the University of California, San Diego. He is a member of the Beverly Hills Bar Association, the Financial Lawyers Conference, and the Los Angeles Bankruptcy Forum.



JEFFREY S. KWONG
jsk@lnbyb.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.

PARAPROFESSIONALS

JASON KLASSI (JK) received his Bachelors of Arts degree from the University of California at Los Angeles graduating Magna Cum Laude in 1979. He has over 20 years of paralegal experience within the State of California currently working at the law firm of Levene, Neale, Bender, Yoo & Brill L.L.P. since its inception in 1995. Mr. Klassi maintains compliance for paralegal qualification under Business & Professions Code 6450(c)(3) and (d). He also is an active member of the Los Angeles Paralegal Association.

JOHN A. BERWICK (JAB) received his bachelor's degree in Fine Arts and English from the University of Texas at Austin in 1973. In 1981, Mr. Berwick joined the American College of Trial Lawyers, a nationwide association, wherein he worked for such luminaries as Supreme Court Justices Lewis F. Powell, John Paul Stevens and Sandra Day O'Connor, former Attorney General Griffin Bell, Cabinet Members, Senators, Members of Congress, United States Ambassadors, heads of state, and a significant array of top trial attorneys from across the country. Mr. Berwick's 23 years of paralegal experience in bankruptcy began in 1989 when he joined the firm of Coskey, Coskey & Boxer, followed by Haight, Brown & Bonesteel in 2000. In 2002, Mr. Berwick joined the firm of Levene, Neale, Bender, Yoo & Brill L.L.P. Mr. Berwick maintains his paralegal qualification under Business & Professions Code 6450(c)(3) and (d).

LOURDES CRUZ (LC) is a bankruptcy paralegal/legal assistant who received her Associate of Arts degree in computer science from the Institute of Computer Technology College graduating with honors in 1996. Ms. Cruz has been working with law firms specializing in bankruptcy for over 15 years. From 1999 to 2003 she worked for Weinstein, Eisen & Weiss LLP. From 2003 to 2005 she worked for Jeffer, Mangels, Butler & Marmaro LLP. Since August 2005 she has been working with Levene, Neale, Bender, Yoo & Brill L.L.P. Ms. Cruz continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

STEPHANIE REICHERT (SR) Stephanie Reichert is a bankruptcy paralegal/legal assistant who received her bachelor's degree in Communications from the University of Pennsylvania in 2007. From 2008 through 2010 she worked for Togut, Segal & Segal, LLP, a bankruptcy firm in New York City. Since October 2010 she has been working with Levene, Neale, Bender, Yoo & Brill L.L.P.

LISA MASSE (LM) received her Associates of Arts Degree in Liberal Arts from Santa Monica College, graduating with honors in 2012, and is currently attending California State University, Northridge, majoring in Communication Studies. Ms. Masse has been working with law firms specializing in bankruptcy for the past 20 years. She was employed by the law firm of Stutman, Treister & Glatt, Professional Corporation from January 2001 until April 2014. In May 2014, she joined the firm of Levene, Neale, Bender, Yoo & Brill, L.L.P. Ms. Masse continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

MEGAN WERTZ (MW) has over 7 years of paralegal experience within the State of California. Ms. Wertz has been working with law firms specializing in bankruptcy and real estate for over 15 years. From 1999 to 2007 she worked for Blanco Tackabery Combs & Matamoros P.A. in Winston-Salem, North Carolina. From 2007 to 2015 she worked for Pachulski Stang Ziehl & Jones LLP. Since September 2015 she has been working with the firm of Levene, Neale, Bender, Yoo & Brill L.L.P. Ms. Wertz continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

CONNIE RAY (CR) is a Trustee Administrator/Paralegal who received her Paralegal Certificate from the UCR Extension Paralegal Training Program. She received her bachelor's degree from the University of California, Santa Barbara in 1997. Prior to joining the Firm, she worked for the U.S. Bankruptcy Court, Central District of California, for 12 years, including as Judicial Assistant to the Honorable Peter H. Carroll from 2002 to 2010.

EXHIBIT “2”

[LNBYB Billing Rates]

<u>ATTORNEYS</u>	<u>2017 Rates</u>
DAVID W. LEVENE	595
DAVID L. NEALE	595
RON BENDER	595
MARTIN J. BRILL	595
TIMOTHY J. YOO	595
GARY E. KLAUSNER	595
EDWARD M. WOLKOWITZ	595
DAVID B. GOLUBCHIK	595
BETH ANN R. YOUNG	575
MONICA Y. KIM	575
DANIEL H. REISS	575
IRVING M. GROSS	575
PHILIP A. GASTEIER	575
EVE H. KARASIK	575
TODD A. FREALLY	575
KURT RAMLO	575
JACQUELINE L. RODRIGUEZ	555
JULIET Y. OH	555
TODD M. ARNOLD	555
CARMELA T. PAGAY	555
ANTHONY A. FRIEDMAN	535
KRIKOR J. MESHEFEJIAN	535
JOHN-PATRICK M. FRITZ	535

LINDSEY L. SMITH 475

JEFFREY KWONG 375

PARAPROFESSIONALS 250

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EXHIBIT “3”

[United States Trustee Professional Fee Statement Form]

Attorney or Professional Name, Address, Telephone and FAX 	
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re:	Chapter 11 Case Number
Debtor	Professional Fee Statement Number: _____ Month of: _____, 20____

1. Name of Professional:	
2. Date of entry of order approving employment of the professional:	
3. Total amount of pre-petition payments received by the professional:	\$
4. Less: Total amount of pre-petition services rendered and expenses:	-
5. Balance of funds remaining on date of filing of petition:	\$
6. Less: Total amount of all services rendered per prior fee statements: (Line 6 is not used when filing Statement Number 1).	-
7. Less: Total amount of services and expenses this reporting period:	-
8. Balance of funds remaining for next reporting period:	\$

DETAILED DOCUMENTATION SUPPORTING THE PROFESSIONAL FEES EARNED AND THE EXPENSES INCURRED DURING THIS REPORTING PERIOD HAS BEEN SERVED ON THE UNITED STATES TRUSTEE. A COPY OF THE DETAILED DOCUMENTATION WILL BE PROVIDED BY THE PROFESSIONAL TO ANY PARTY UPON REQUEST. FEES AND COSTS WILL BE WITHDRAWN FROM THE TRUST ACCOUNT IN THE AMOUNT STATED IN ITEM 7 ABOVE UNLESS AN OBJECTION IS FILED WITH THE CLERK OF THE COURT AND SERVED ON THE PROFESSIONAL NAMED ABOVE WITHIN 10 DAYS FROM THE DATE OF SERVICE OF THIS STATEMENT.

9. Total number of pages attached hereto:	
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The above is a true and correct statement of fees earned and expenses incurred during the indicated reporting period.

Dated:

Type Name of Professional

Signature of Professional

Type Name of Attorney for Professional (if applicable)

Signature of Attorney for Professional (if applicable)

In re: (Short Title)	Chapter 11 Case Number:
Debtor	

PROOF OF SERVICE BY MAIL

STATE OF CALIFORNIA

COUNTY OF _____

I am employed in the county of _____, State of California, in the office of a member of the bar of this Court at whose direction the service was made; I am over the age of 18 and not a party to the within action; and my business address is as follows:

On _____, I served the foregoing PROFESSIONAL FEE STATEMENT on the interested parties at their last known addresses in this action by placing a true and correct copy thereof in a sealed envelope with first class postage thereon fully prepaid in the United States Mail at _____, California, addressed as follows:

I declare under penalty of perjury that the foregoing is true and correct.

Dated:

Print Name

Signature

EXHIBIT “4”

[Estimated Professional Fee Budget]

ESTIMATED PROFESSIONAL FEE BUDGET

Case Numbers: 2:17-bk-21386-SK; 2:17-bk-21387-SK

Case Names: Zetta Jet USA, Inc.; Zetta Jet PTE Ltd. (Jointly Administered)

Date Commenced: September 15, 2017

Applicant Name: Levene, Neale, Bender, Yoo & Brill L.L.P. ("LNBYB")

Location: Los Angeles, California

Budget Time Period: First 90 days of case

Type of services to be rendered in LNBYB's capacity as general bankruptcy counsel include, but are not limited to:

Advising the Debtors with regard to the requirements of the Bankruptcy Court, Bankruptcy Code, Bankruptcy Rules and the Office of the United States Trustee as they pertain to the Debtors; advising the Debtors with regard to certain rights and remedies of their bankruptcy estates and the rights, claims and interests of creditors; representing the Debtors in any proceeding or hearing in the Bankruptcy Court involving their estates unless the Debtors are represented in such proceeding or hearing by other special counsel; conducting examinations of witnesses, claimants or adverse parties and representing the Debtors in any adversary proceeding except to the extent that any such adversary proceeding is in an area outside of LNBYB's expertise or which is beyond LNBYB's staffing capabilities; preparing and assisting the Debtors in the preparation of reports, applications, pleadings and orders including, but not limited to, applications to employ professionals, interim statements and operating reports, initial filing requirements, schedules and statement of financial affairs, lease pleadings, cash collateral pleadings, financing pleadings, and pleadings with respect to the Debtors' use, sale or lease of property outside the ordinary course of business; representing the Debtors with regard to obtaining use of debtor in possession financing and/or cash collateral including, but not limited to, negotiating and seeking Bankruptcy Court approval of any debtor in possession financing and/or cash collateral pleading or stipulation and preparing any pleadings relating to obtaining use of debtor in possession financing and/or cash collateral; assisting the Debtors in the negotiation, formulation, preparation and confirmation of a plan of reorganization and the preparation and approval of a disclosure statement in respect of the plan; and performing any other services which may be appropriate in LNBYB's representation of the Debtors during their bankruptcy cases.

Due to the complex nature of the Debtors' case, and the issues to be addressed, the cases will be staffed with numerous professionals at LNBYB, as set forth in the Application, consisting of partners, associates and paraprofessionals. LNBYB uses best efforts to ensure that the necessary tasks are carried out by the appropriate professionals, taking into consideration the knowledge and time commitment, as well as the billing rate of the respective professional.

The following estimated budget is only an estimate based on LNBYB's knowledge of the cases and anticipated tasks to be carried out. However, it is possible and likely that the actual tasks will differ and the time commitment and fees associated therewith will also differ. LNBYB cautions all to not rely on this estimated budget as a minimum or maximum or flat fee arrangement with respect to LNBYB's engagement in the Debtors' bankruptcy cases. LNBYB's total allowed fees and costs will be determined by the Bankruptcy Court presiding over the Debtors' bankruptcy cases.

Budget

Category	Estimated Fees*
Asset Analysis/Recovery	\$30,000
Disposition of Assets (sales)	\$80,000
Business Operations	\$30,000
Case Administration	\$50,000
Claims Analysis and Objections	\$30,000
Employment/Fee Applications	\$20,000
Financing/Cash Collateral	\$60,000
Meeting of Creditors	\$10,000
Plan/Disclosure Statement	\$50,000
Litigation (other than related to the above)	\$40,000

* The figures provided herein are only **estimates**. Actual fees and expenses incurred may be different than estimated.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled: **APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION TO EMPLOY LEVENE, NEALE, BENDER, YOO & BRILL L.L.P. AS BANKRUPTCY COUNSEL; DECLARATION OF JULIET Y. OH IN SUPPORT THEREOF** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **September 27, 2017**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Dawn M Coulson dcoulson@eppscoulson.com, cmadero@eppscoulson.com
- John-Patrick M Fritz jpf@lnbyb.com, JPF.LNBYB@ecf.inforruptcy.com
- Eric D Goldberg eric.goldberg@dlapiper.com, toyia.ellis@dlapiper.com;eric-goldberg-1103@ecf.pacerpro.com
- Michael S Greger mgreger@allenmatkins.com
- William W Huckins whuckins@allenmatkins.com, clynch@allenmatkins.com
- Jeanne M Jorgensen jjorgensen@pj-law.com, cpage@pj-law.com
- Dare Law dare.law@usdoj.gov
- Thor D McLaughlin tmclaughlin@allenmatkins.com, igold@allenmatkins.com
- Alan I Nahmias anahmias@mbnlawyers.com, jdale@mbnlawyers.com
- Juliet Y Oh jyo@lnbrb.com, jyo@lnbrb.com
- R Gibson Pagter gibson@ppilawyers.com, ecf@ppilawyers.com;r51779@notify.bestcase.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov
- Matthew S Walker matthew.walker@pillsburylaw.com, candy.kleiner@pillsburylaw.com

2. SERVED BY UNITED STATES MAIL: On **September 27, 2017**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Zetta Jet USA, Inc.
Zetta Jet PTE Ltd.
10676 Sherman Way
Burbank, CA 91505-1051

Office of the United States Trustee
Attn: Dare Law
915 Wilshire Blvd., Suite 1850
Los Angeles, CA 90017

☐ Service information continued on attached page

1 **3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR**
2 **EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR,
3 on **September 27, 2017**, I served the following persons and/or entities by personal delivery, overnight
4 mail service, or (for those who consented in writing to such service method), by facsimile transmission
5 and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or
6 overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

7 **Served via Attorney Service**

8 The Honorable Sandra R. Klein
9 United States Bankruptcy Court
10 Edward R. Roybal Federal Building and Courthouse
11 255 E. Temple Street, Suite 1582 / Courtroom 1575
12 Los Angeles, CA 90012

13 I declare under penalty of perjury under the laws of the United States of America that the foregoing is
14 true and correct.

15 September 27, 2017

16 Stephanie Reichert

17 /s/ Stephanie Reichert

18 *Date*

19 *Type Name*

20 *Signature*